

ULTIMATE

SPIDER-MAN®

ISSUE  
37

STILL



BENDIS  
BAGLEY  
THIBERT

MARVEL®





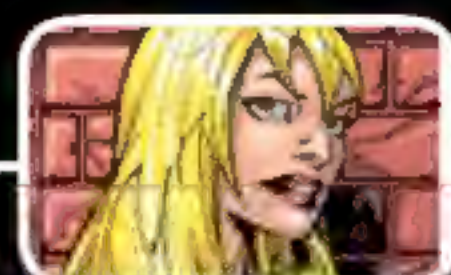
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

# STILL

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

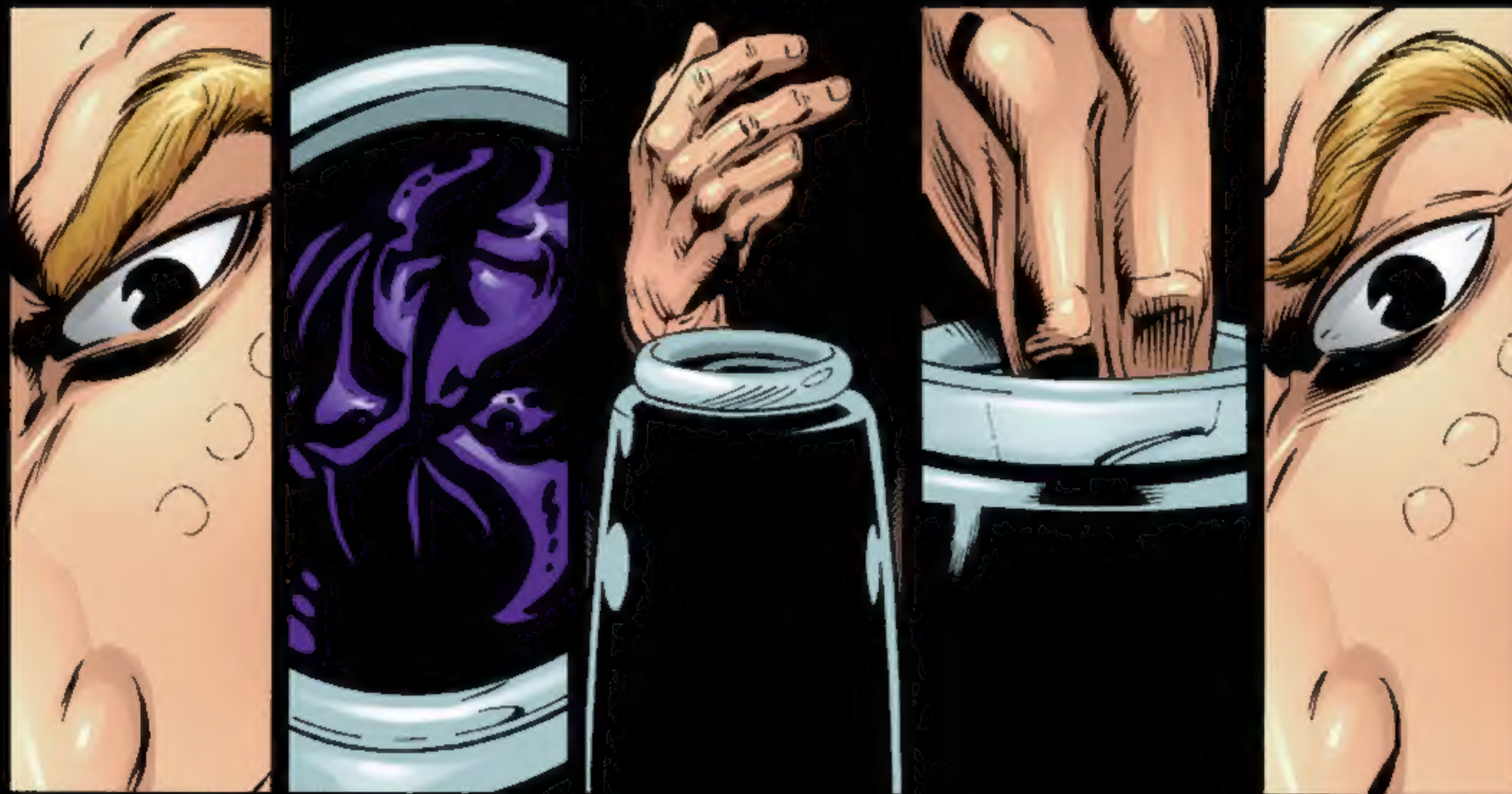
Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

## PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter visits college student Eddie Brock, a childhood friend and the son of his father's scientific colleague. Eddie shows Peter an experiment that their fathers were working on right before their deaths: a black liquid that can transform into a protoplasmic bodysuit, curing any illness and enhancing the wearer's strength and abilities.

Vowing to complete his father's work and find a way to use the suit to cure cancer, Peter secretly removes a sample of the murky liquid from Eddie's college laboratory. But when he gets a drop on his skin, he is encased in a living black costume that expands his powers and renders him nearly unstoppable!

At first, Peter is intoxicated by his new powers, but things turn sour when the suit nearly drives him to kill. He manages to fight free of the suit's influence, but he is left exhausted and ashamed. He confesses to Eddie that he used the suit, then destroys the sample by throwing it into a smokestack. Unknown to Peter, however, Eddie has his own sample of the liquid hidden away...



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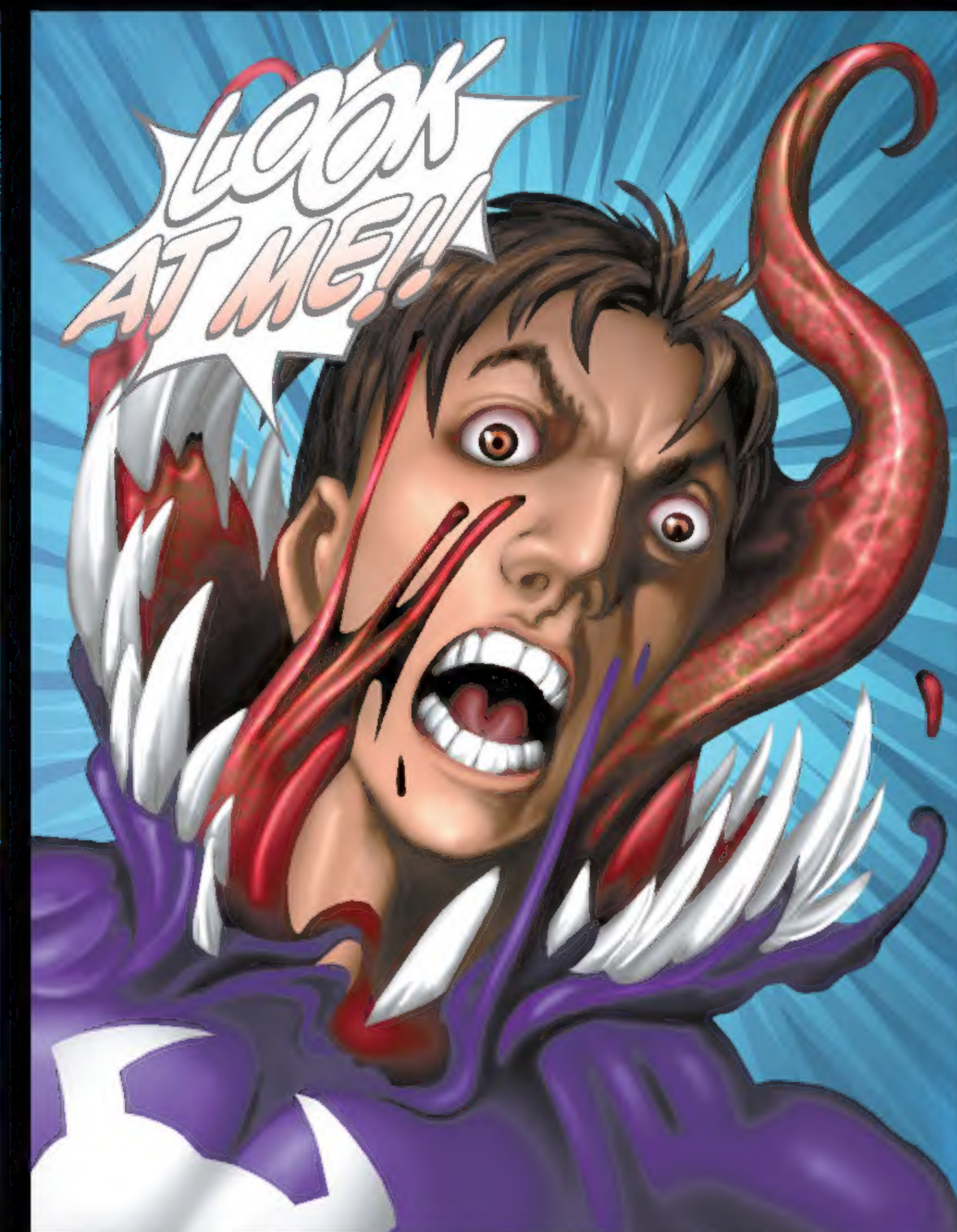
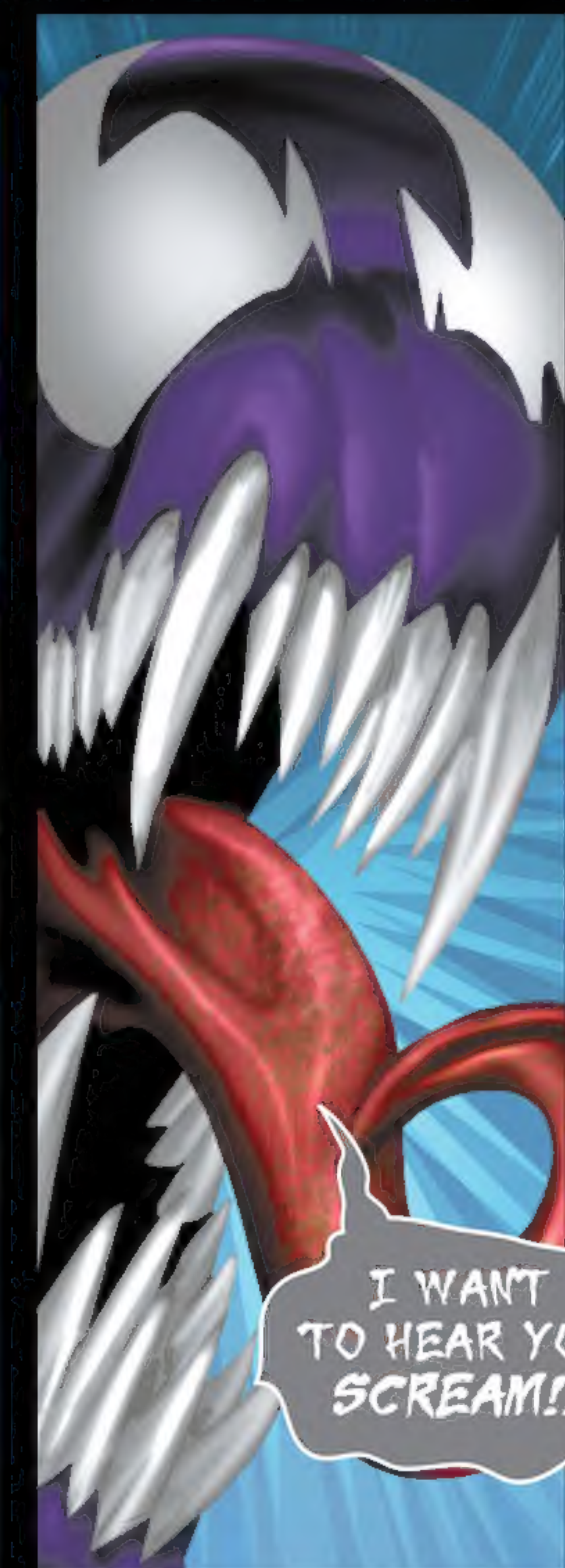
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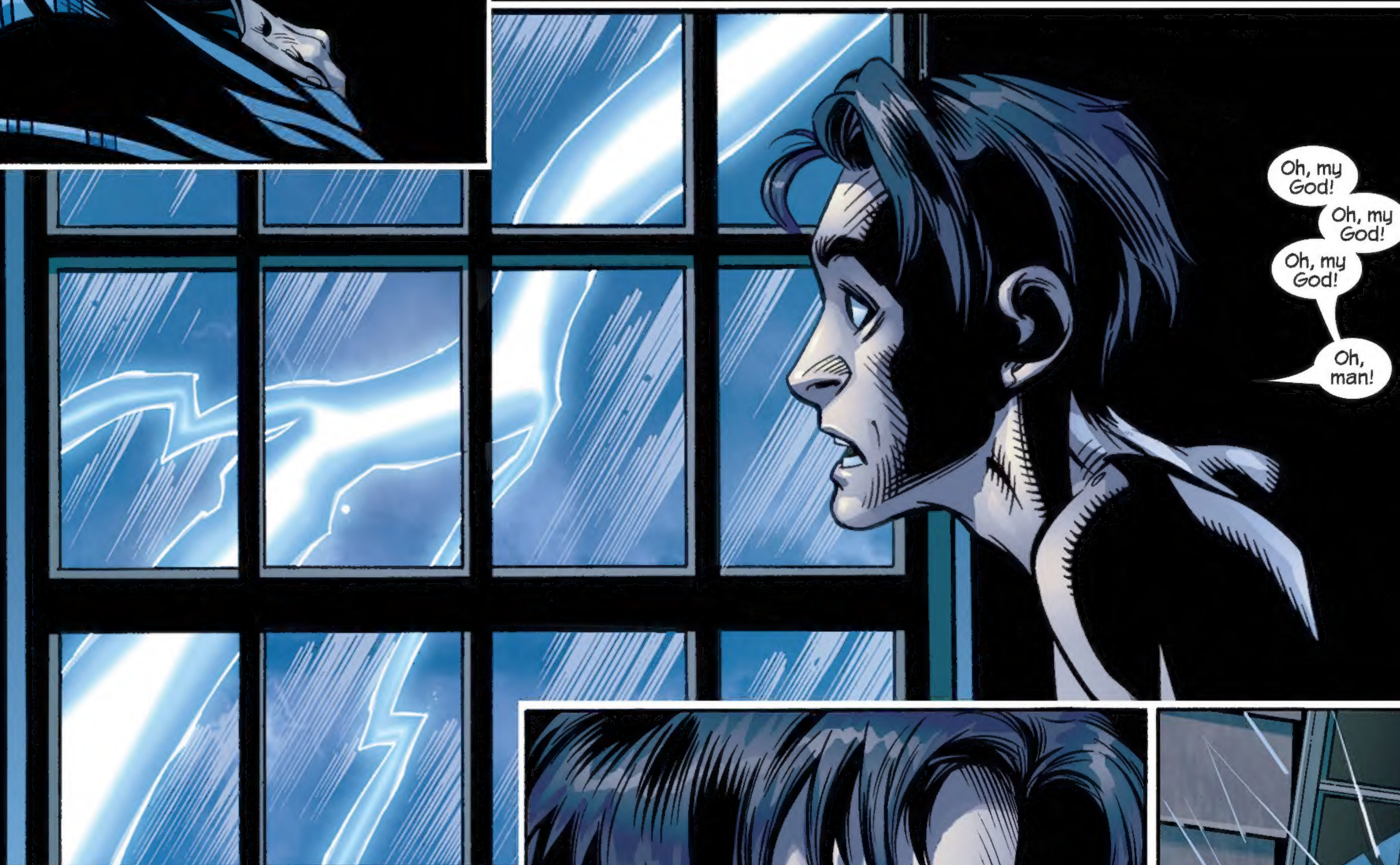




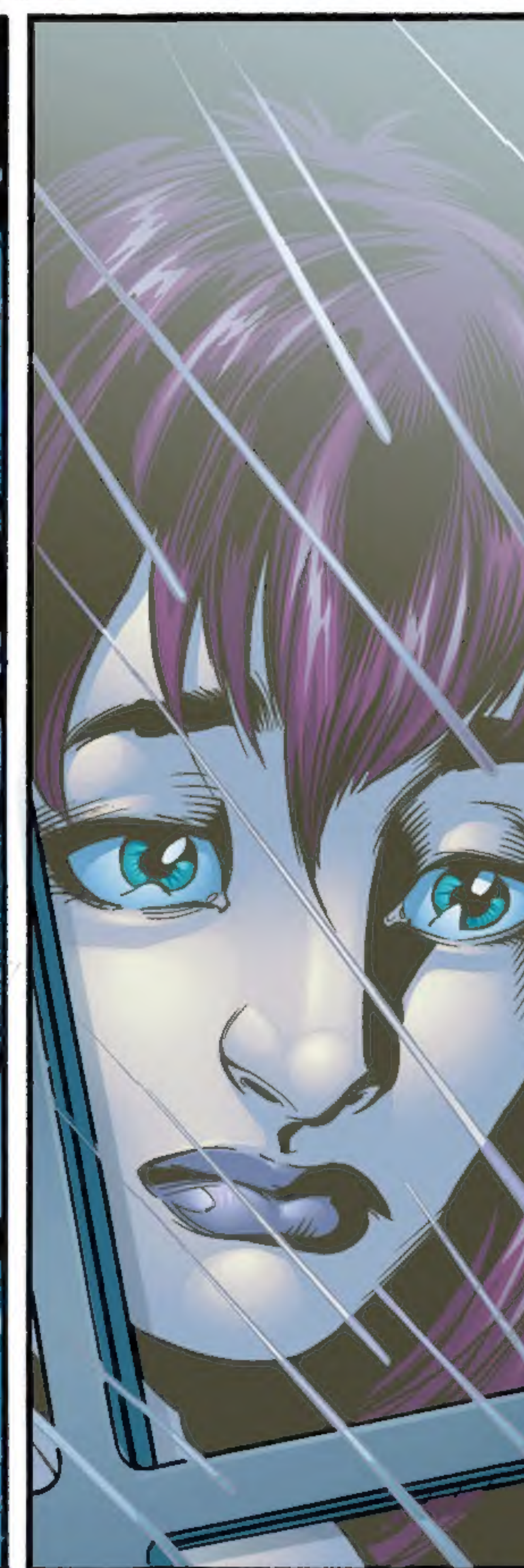
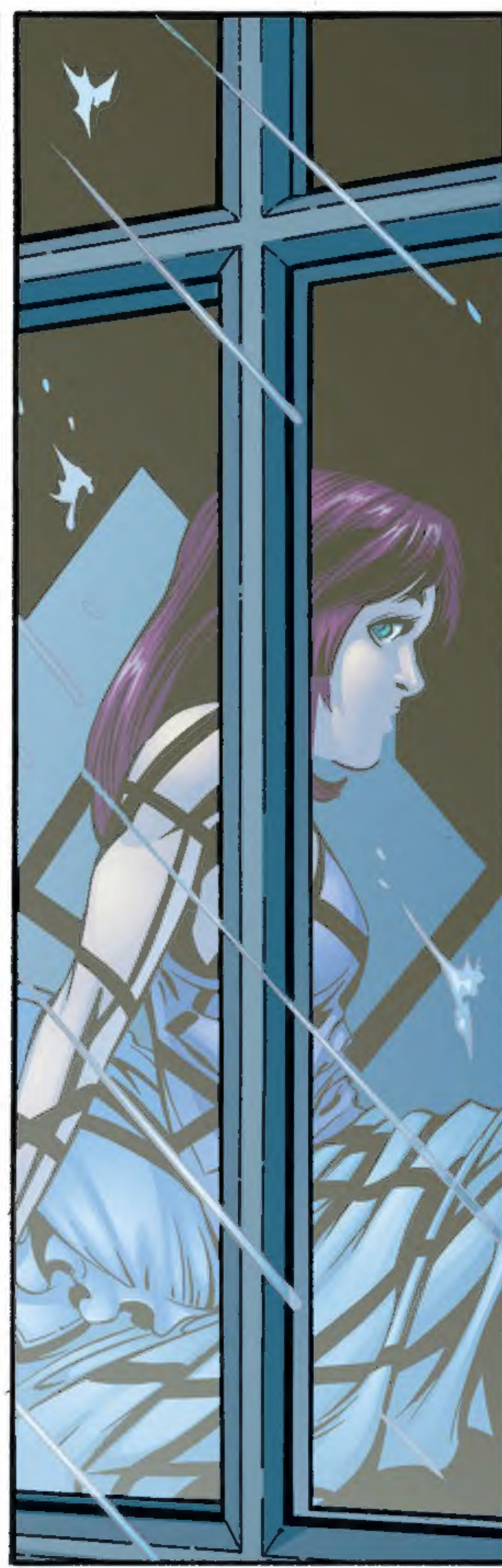




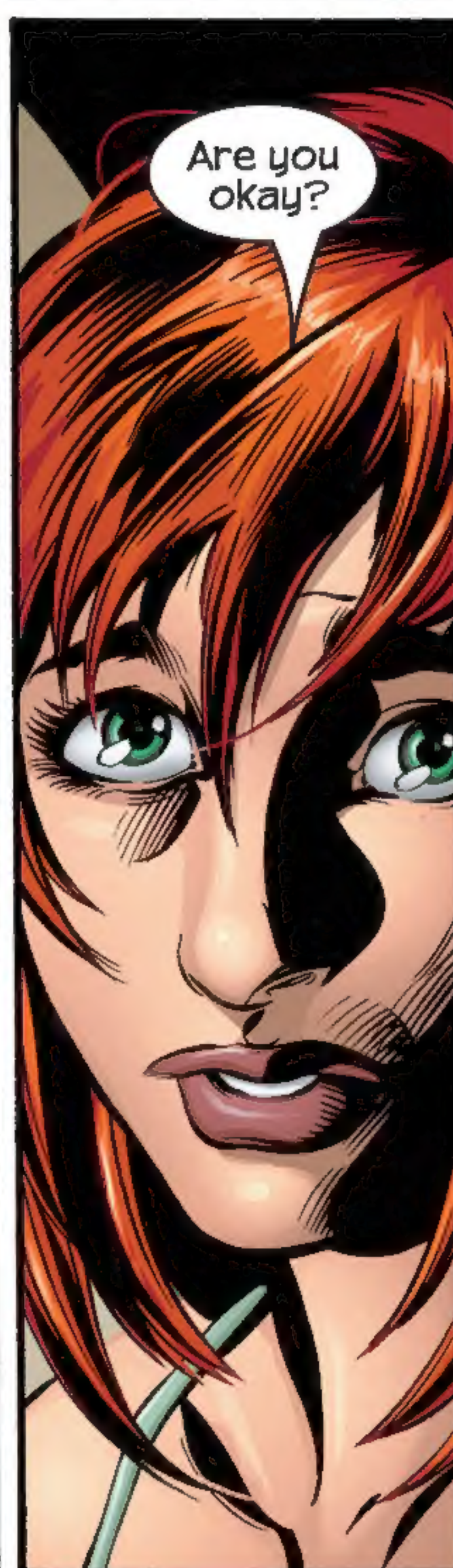
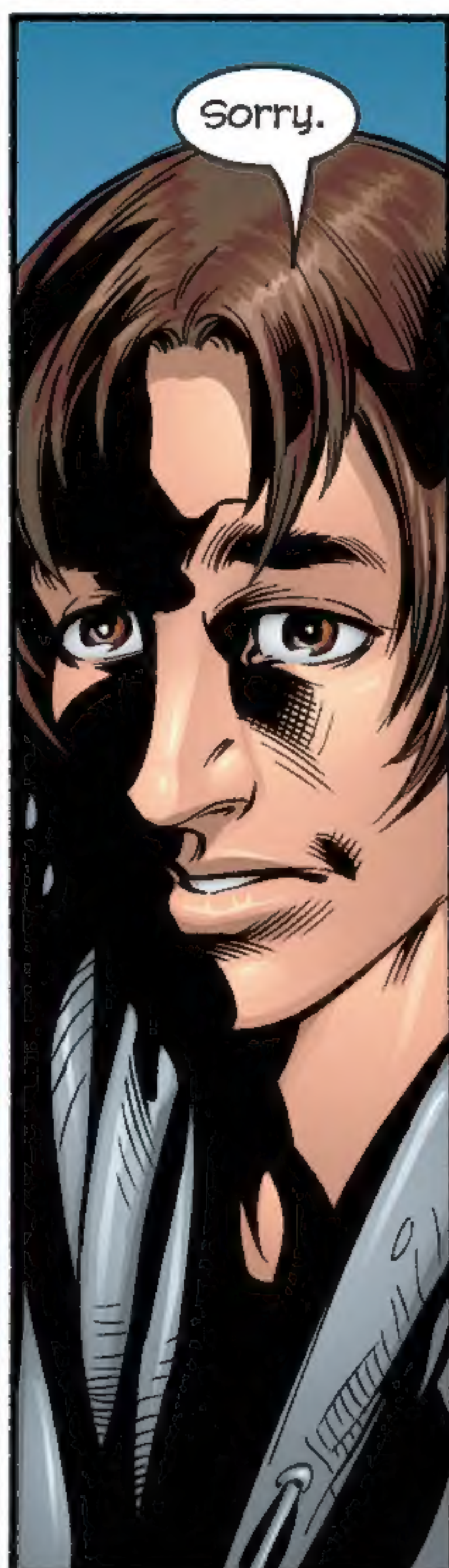
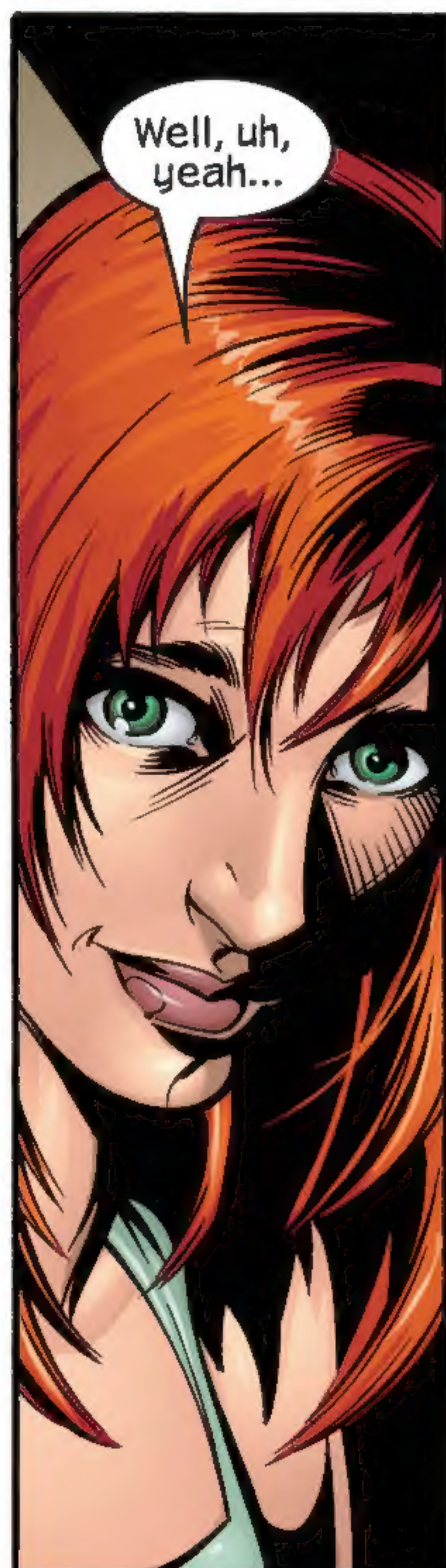
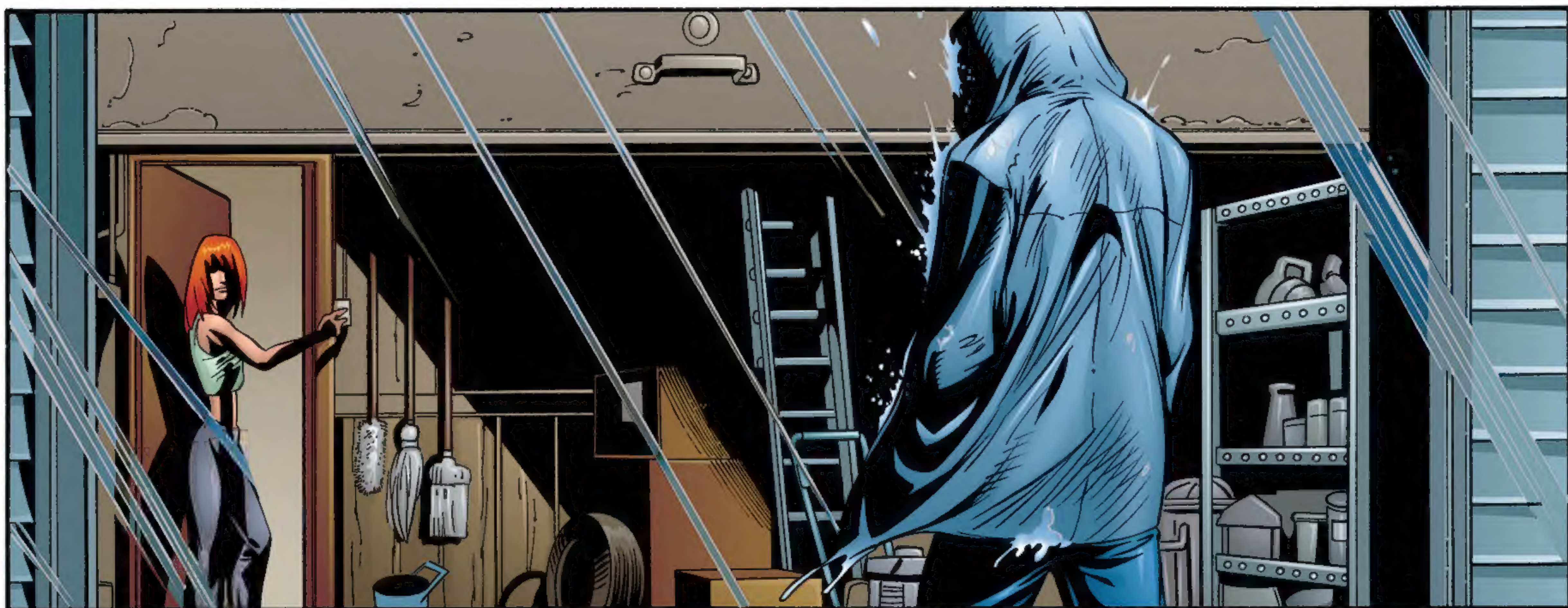




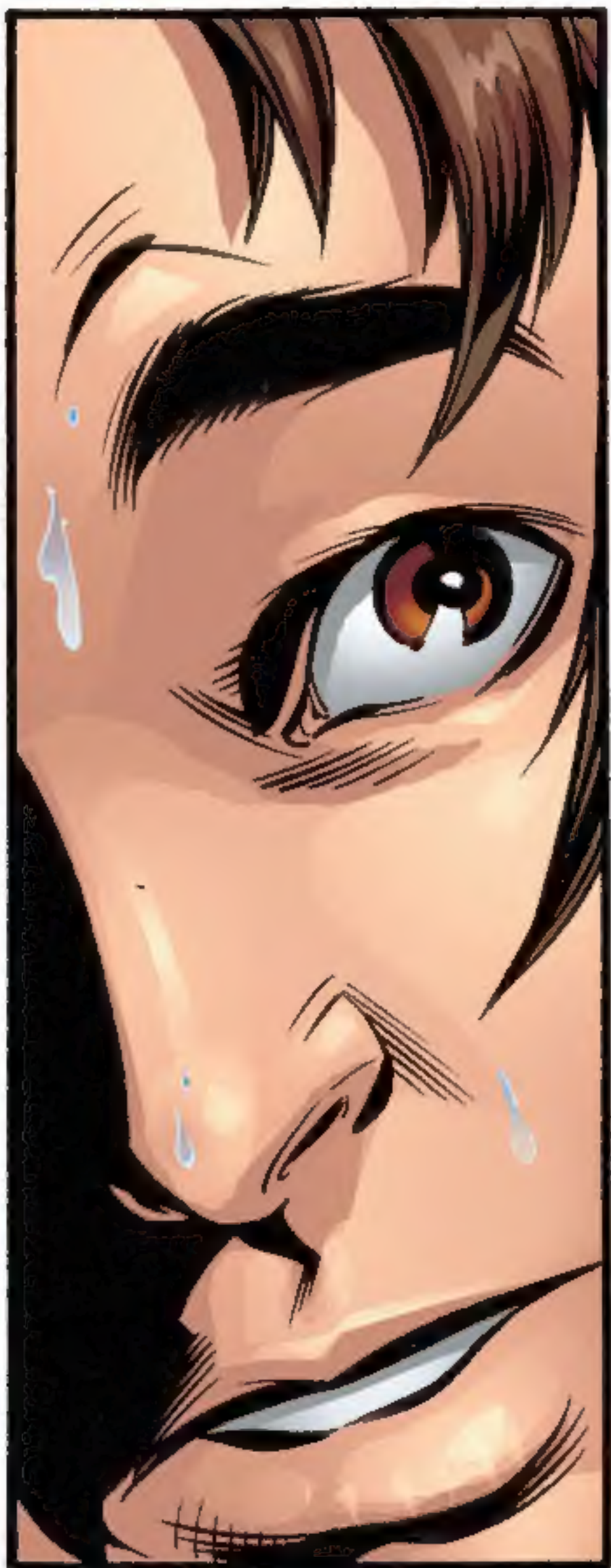
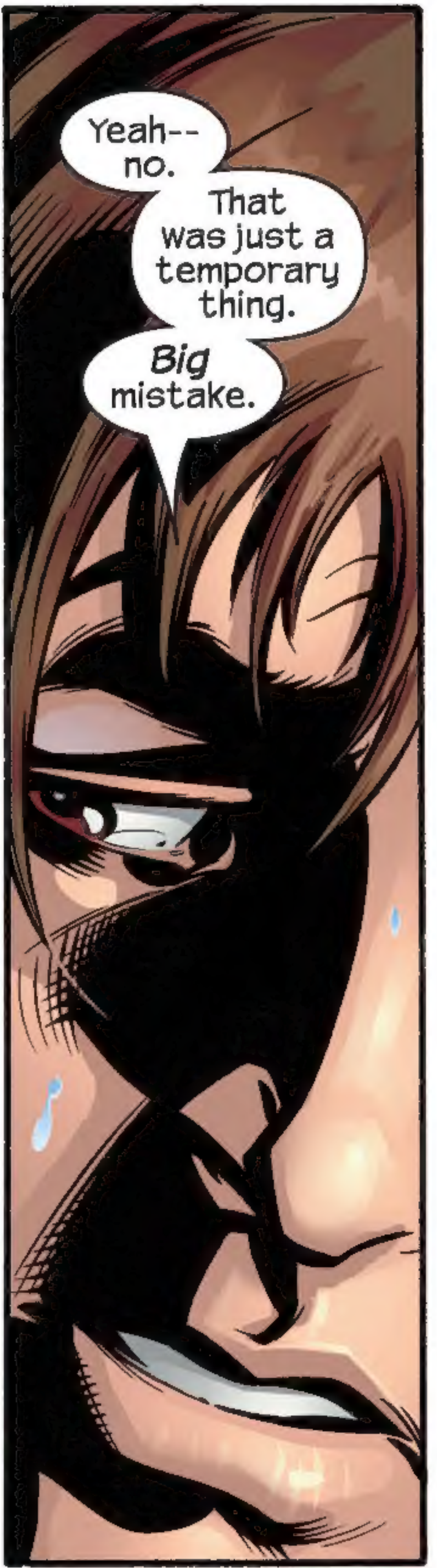
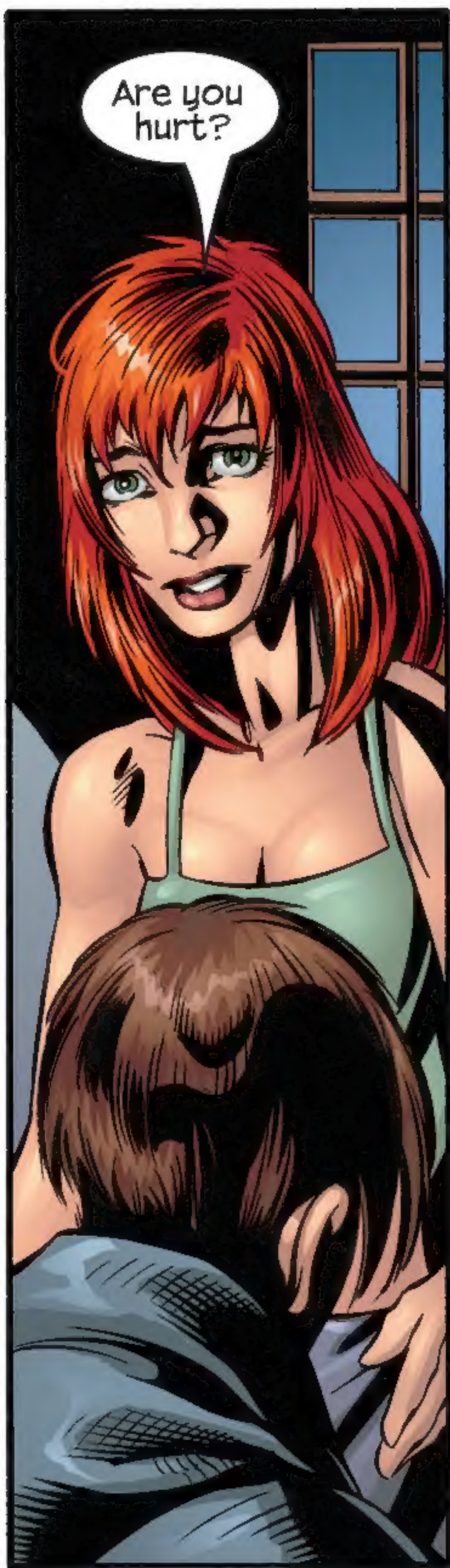














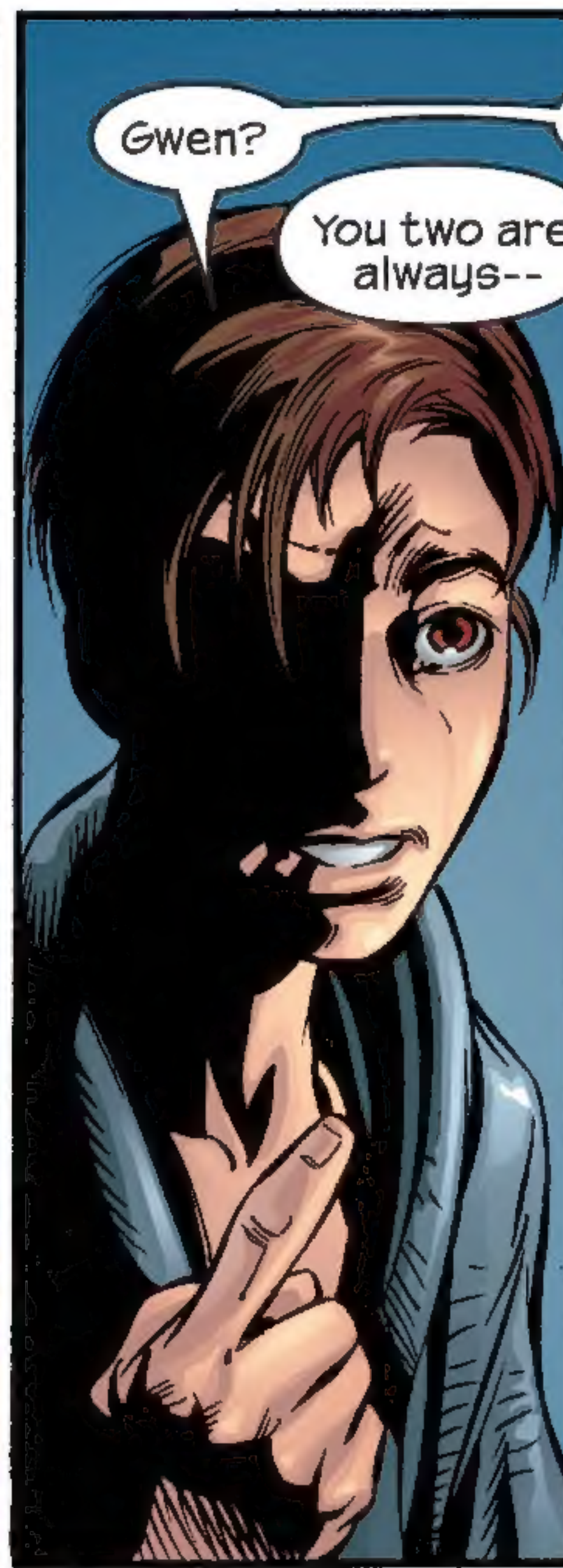


Of course I do.



I see you at school--  
--it-- uh--  
it doesn't *look* like you do at all.

Me?  
What about *you*?  
You're all hoppin' rides with college guys and Gwen.



Gwen?  
You two are always--



Mary...  
I saw you two at the--



Nothing is going on with me and Gwen.

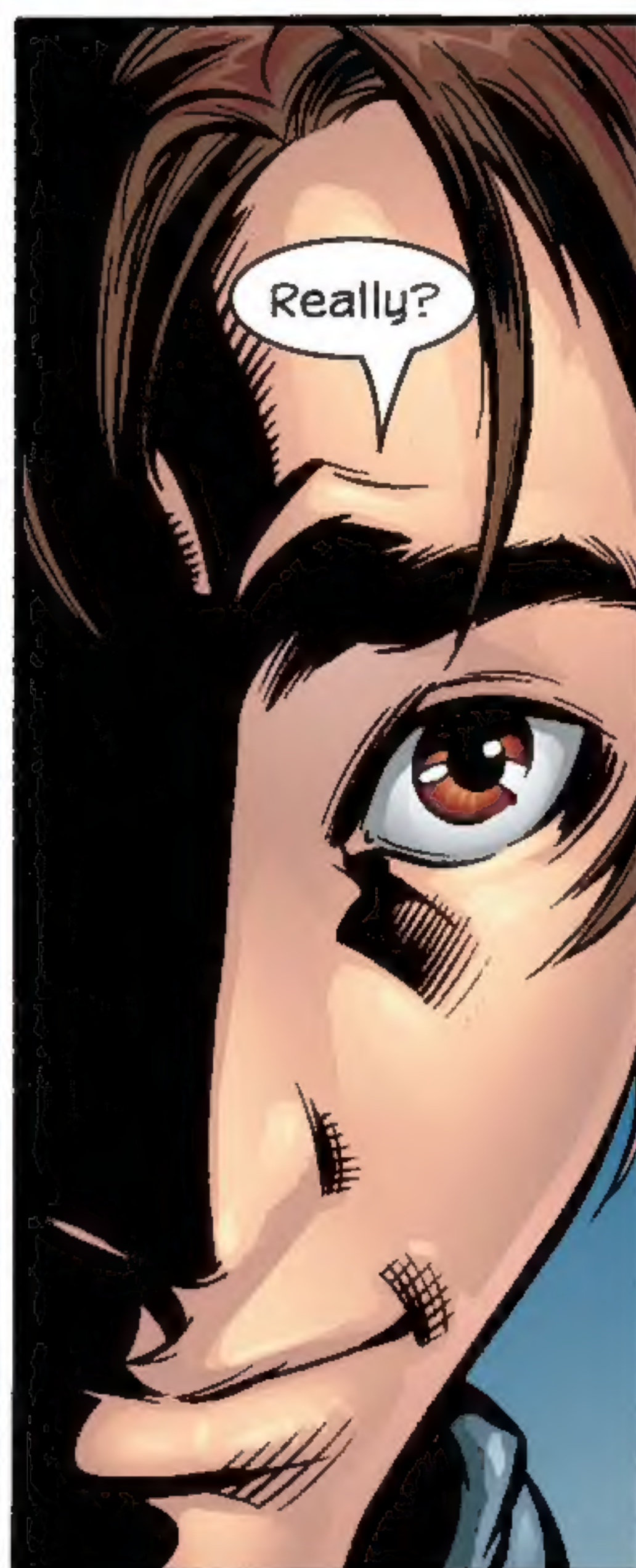
Nothing.

No-thing.

Are you-- are you seeing anyone?



Yeah, Liz Allen.



Really?

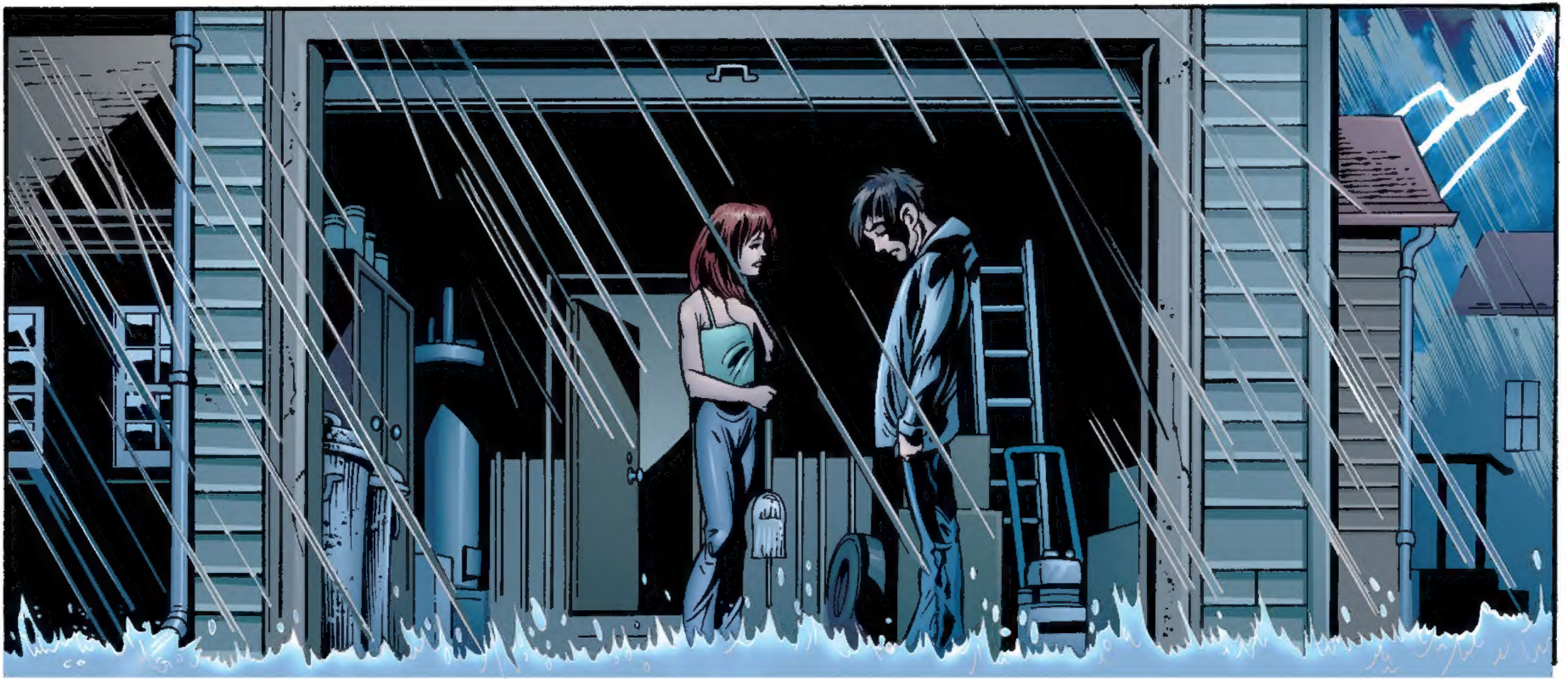


You wish.

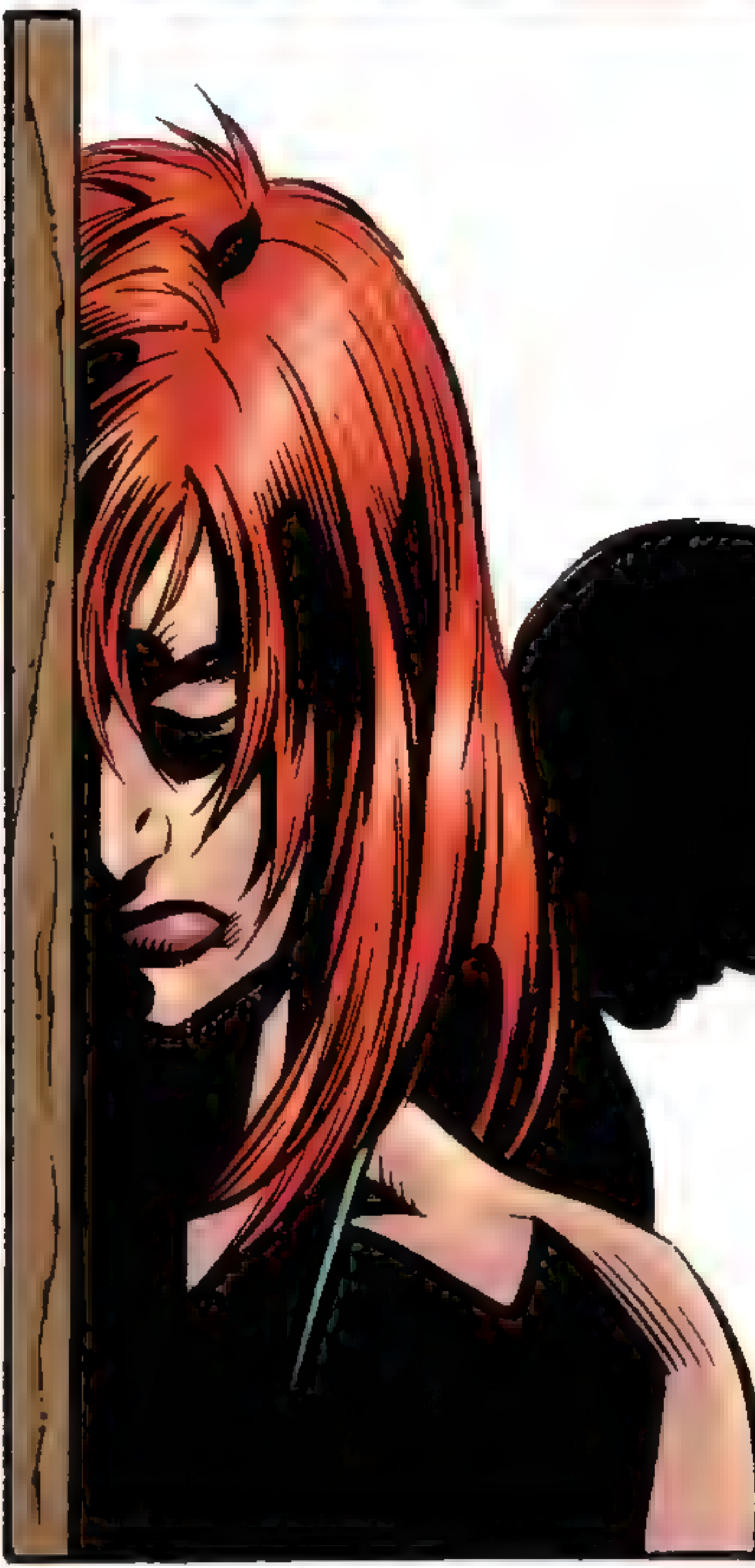
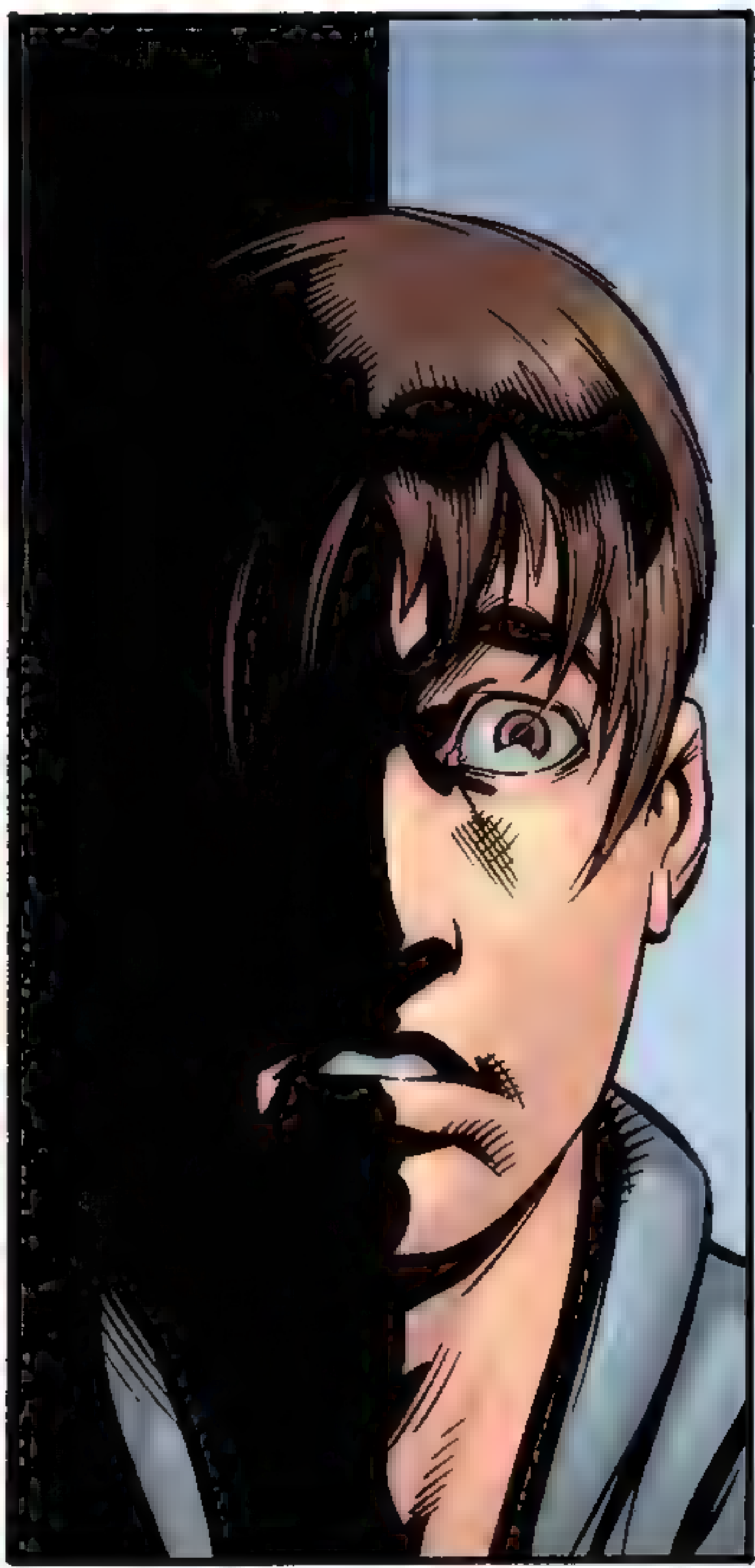
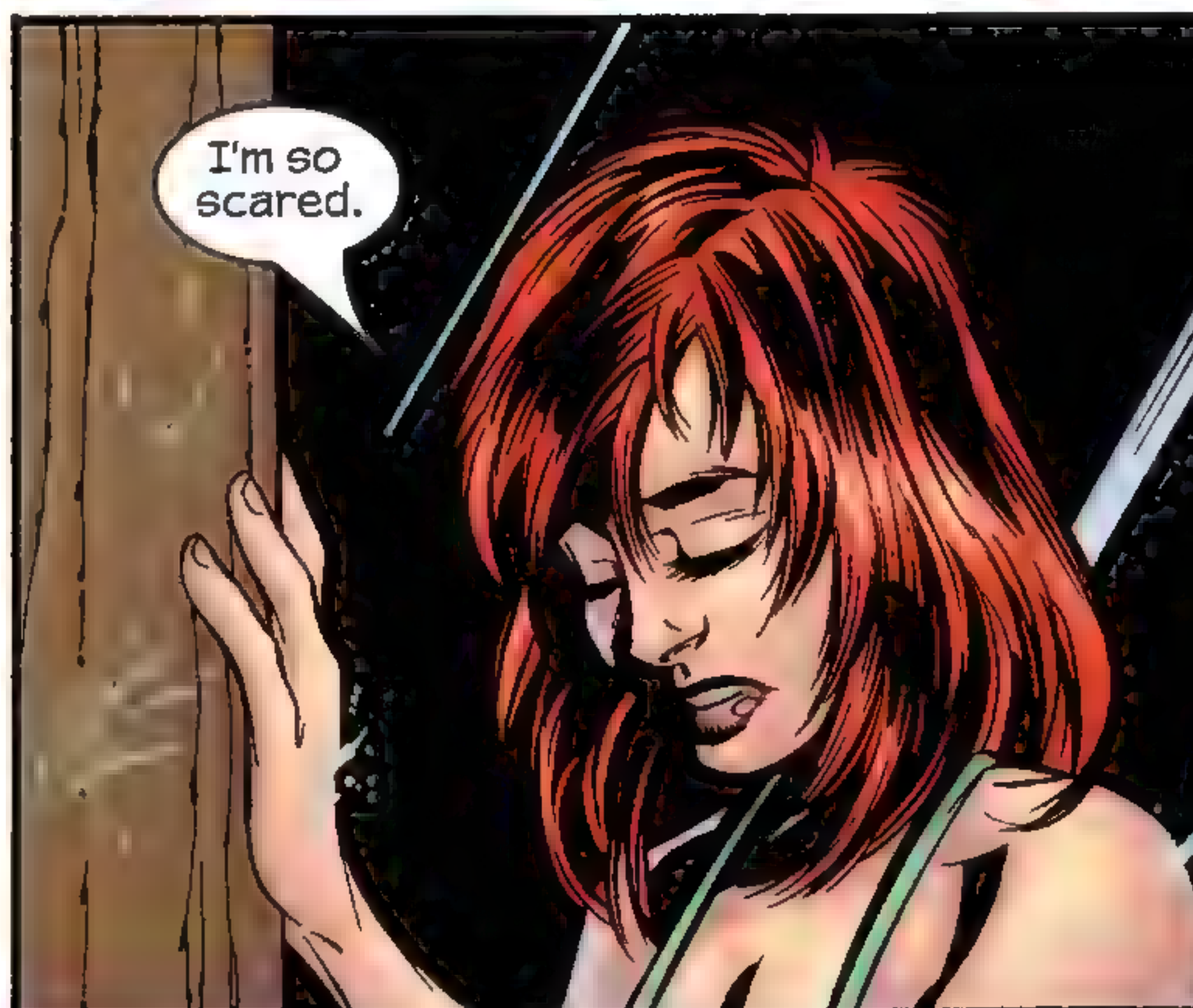
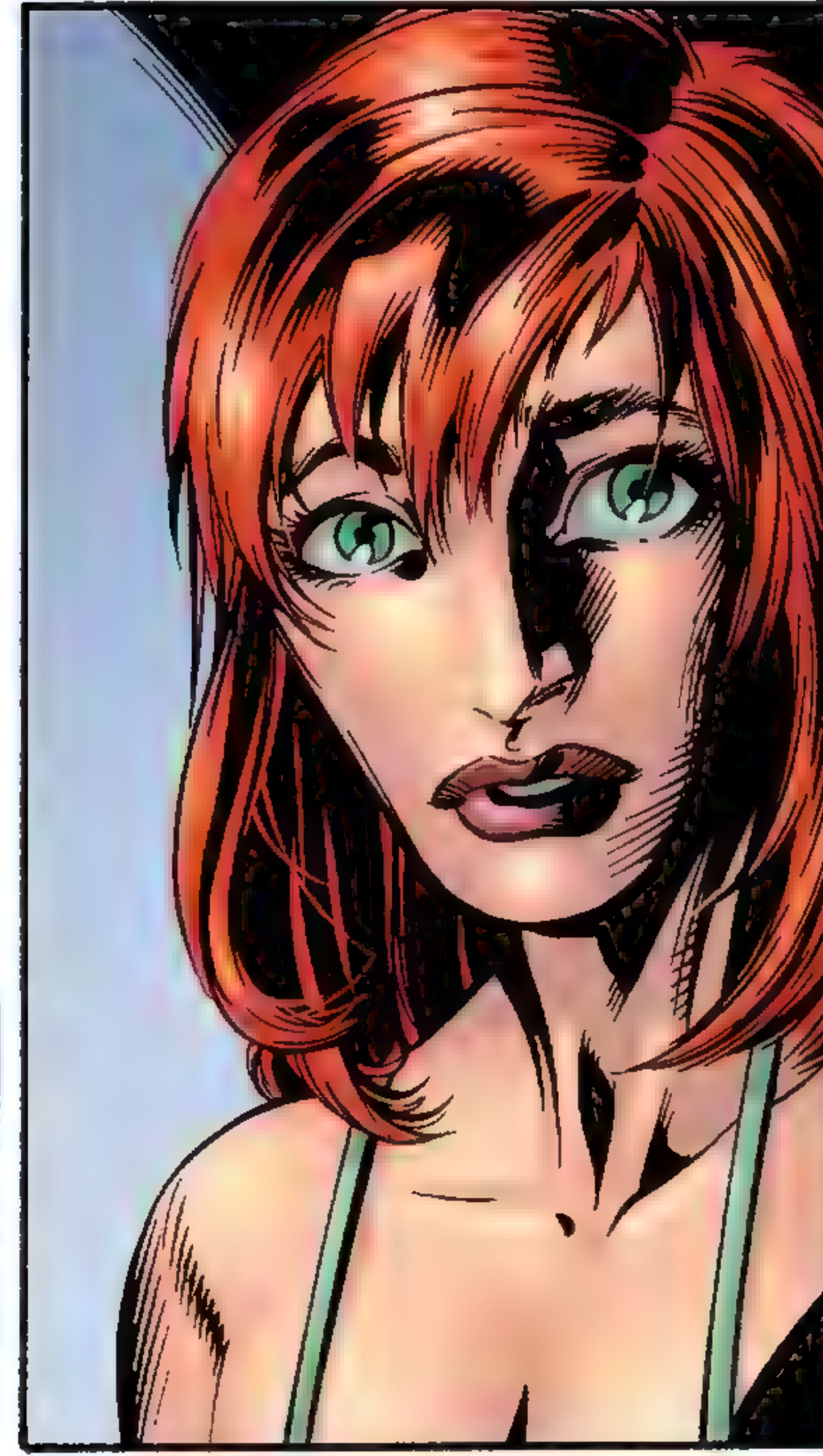
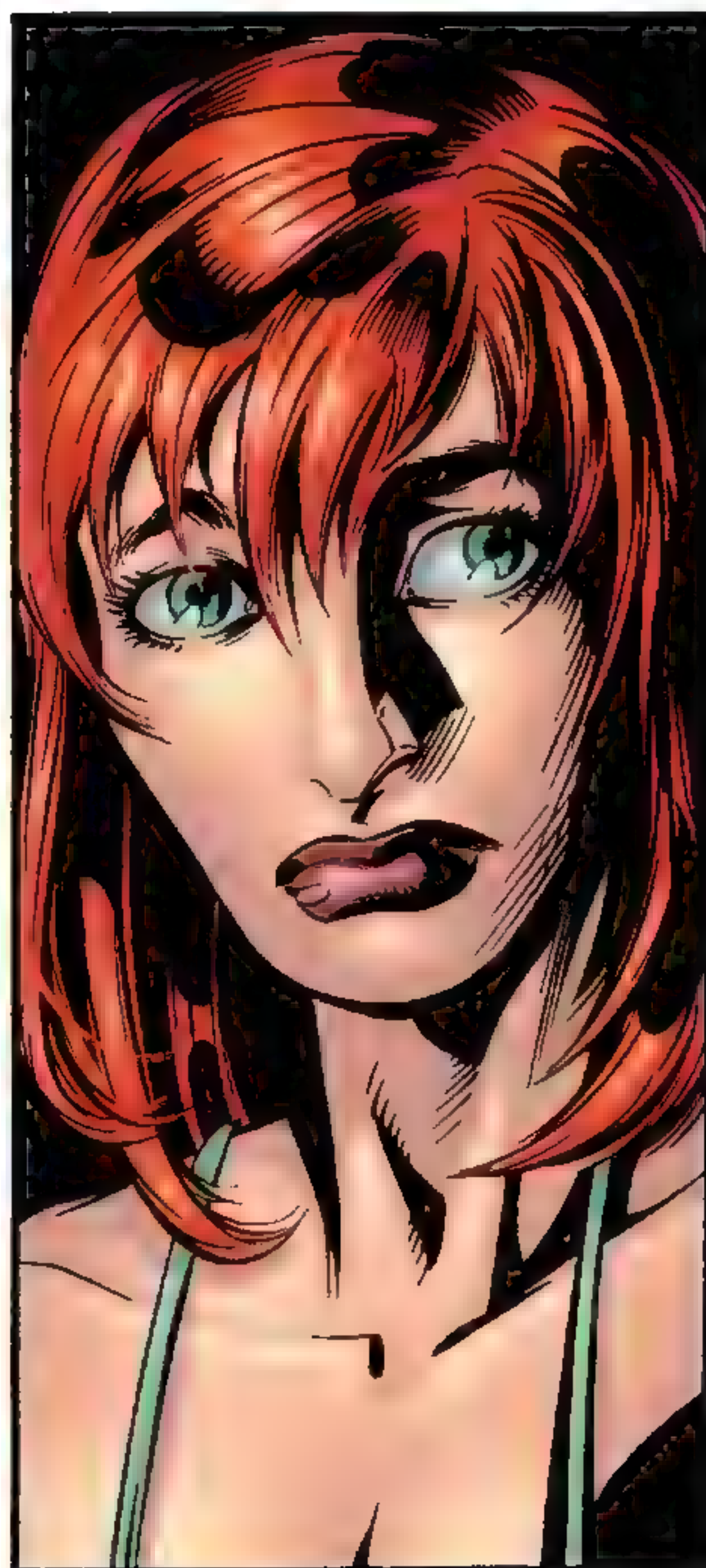
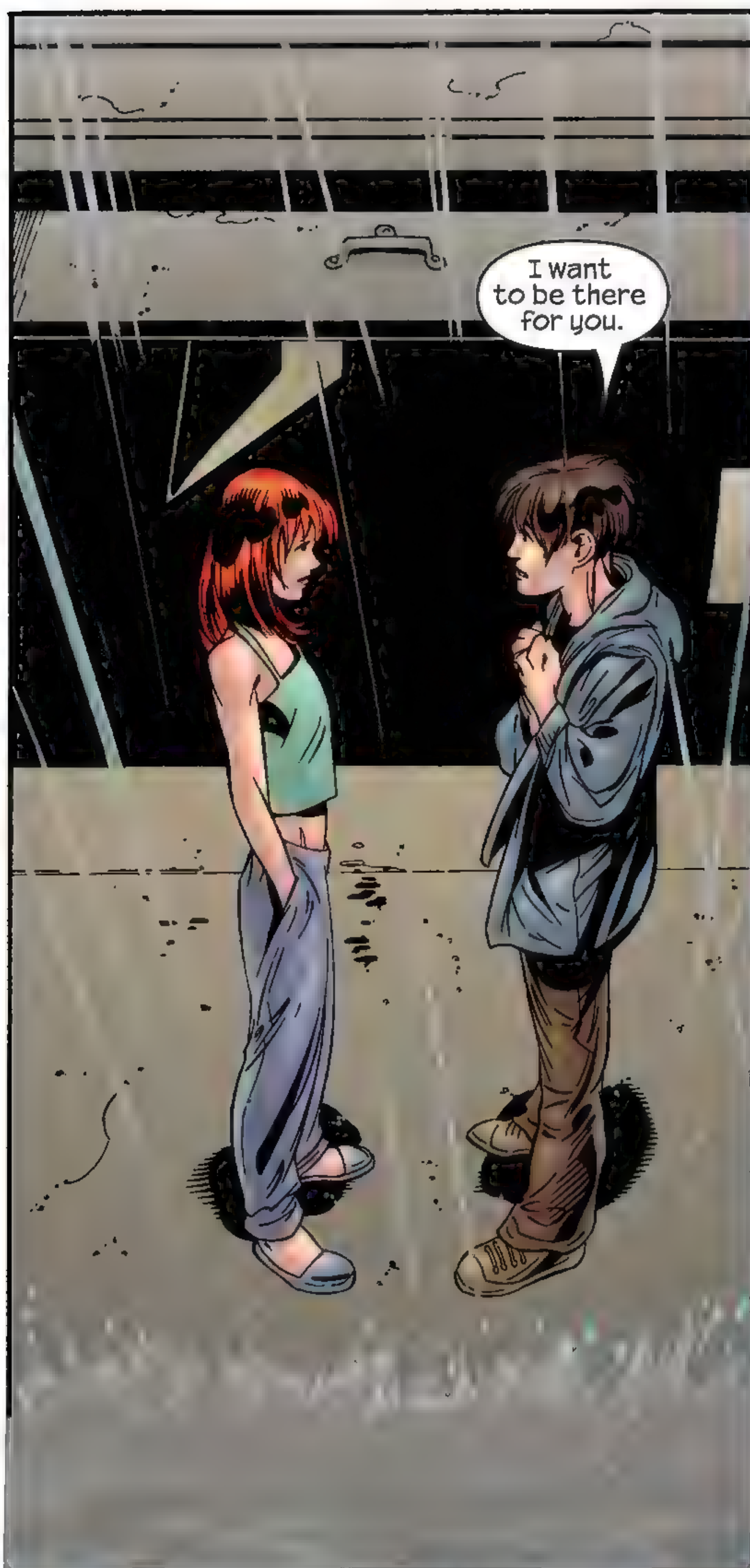


No, Peter.  
I'm not seeing anyone.













You're on the air.

Hi, Art. First time, long time.

Whats on your mind, toots?



Do you get the feeling that we aren't being told everything about the incident with The Hulk in New York City?

I mean, all of a sudden there's this bedlam with all those Ultimate super hero people, all this damage...

...and we still don't have a clear idea of what happened or why!



Thanks for the call-- I think the better question is, who is paying for it?

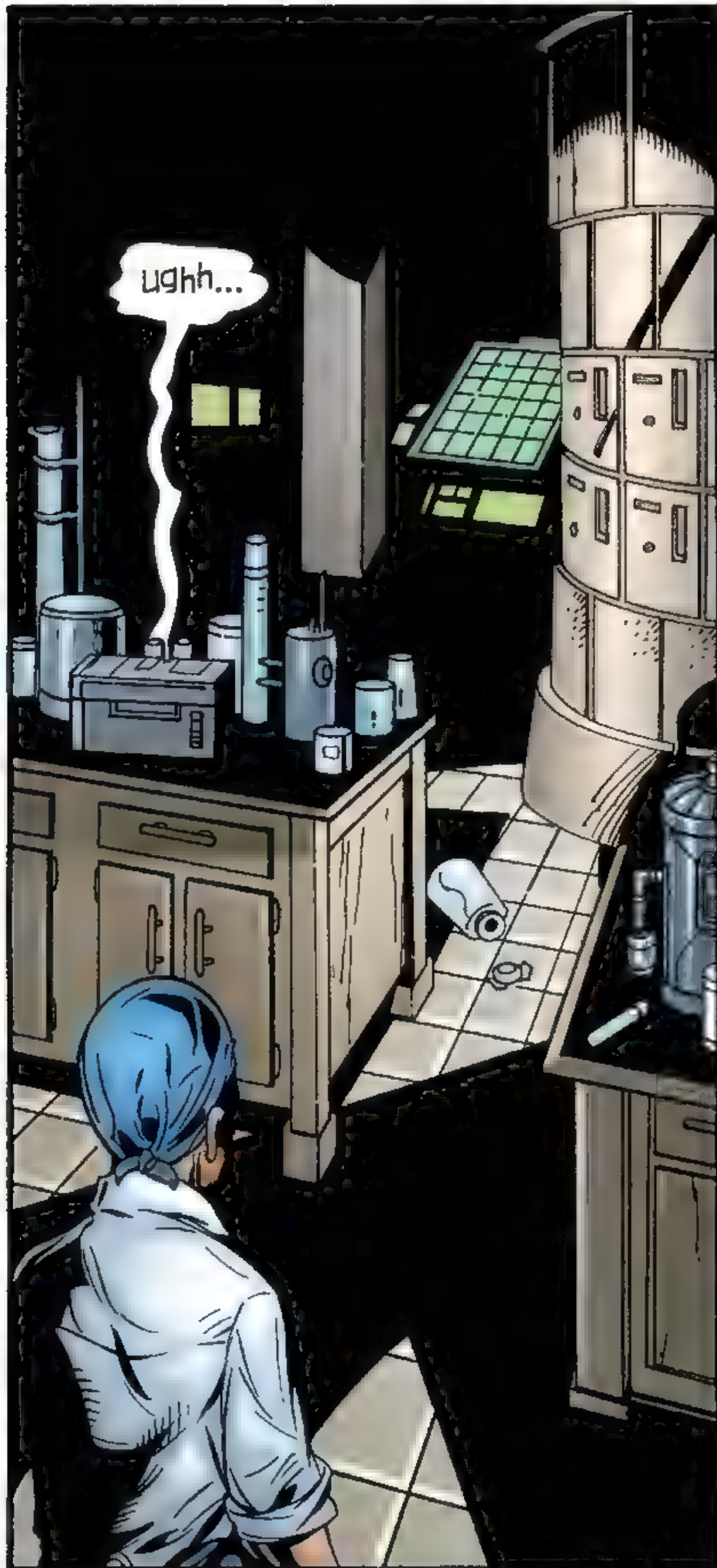
Uggghh...



When The Hulk comes to town and rips up the joint, who is paying to fix this-- insurance? Because I tell you--

CLICK

Ah! Ugh...



Ughh...



PPPTT...

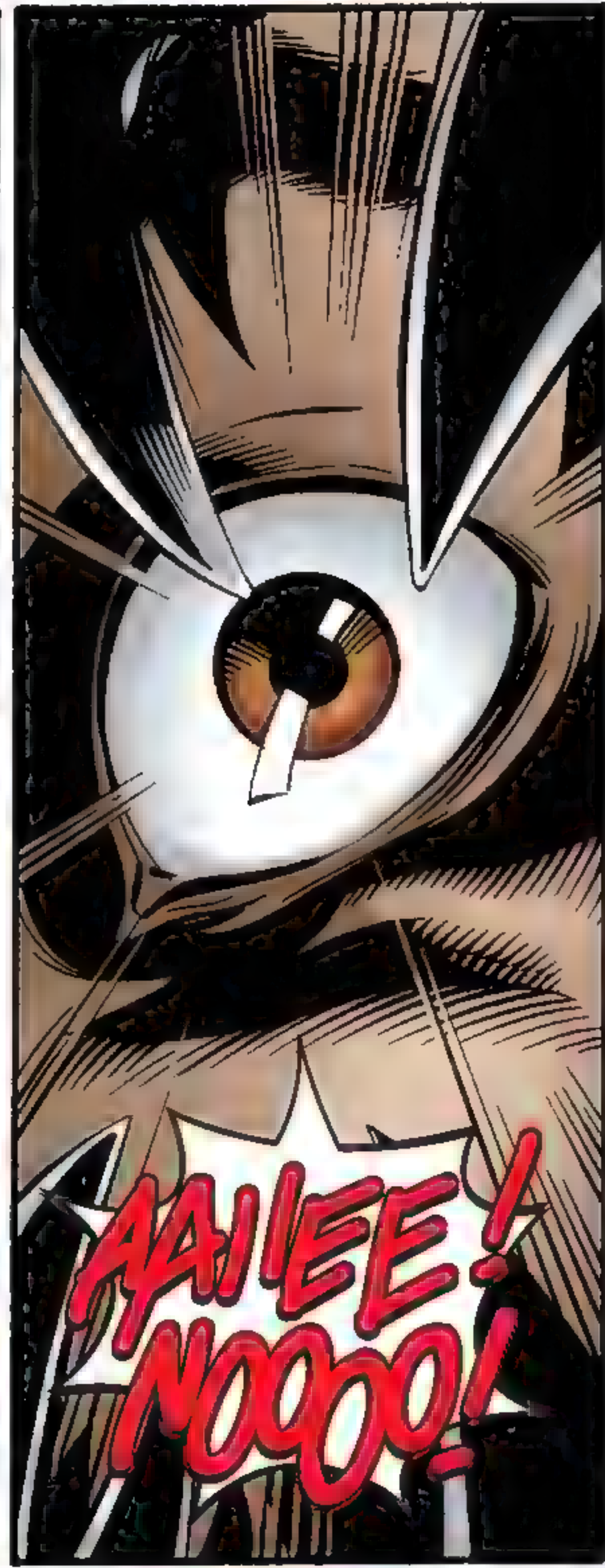
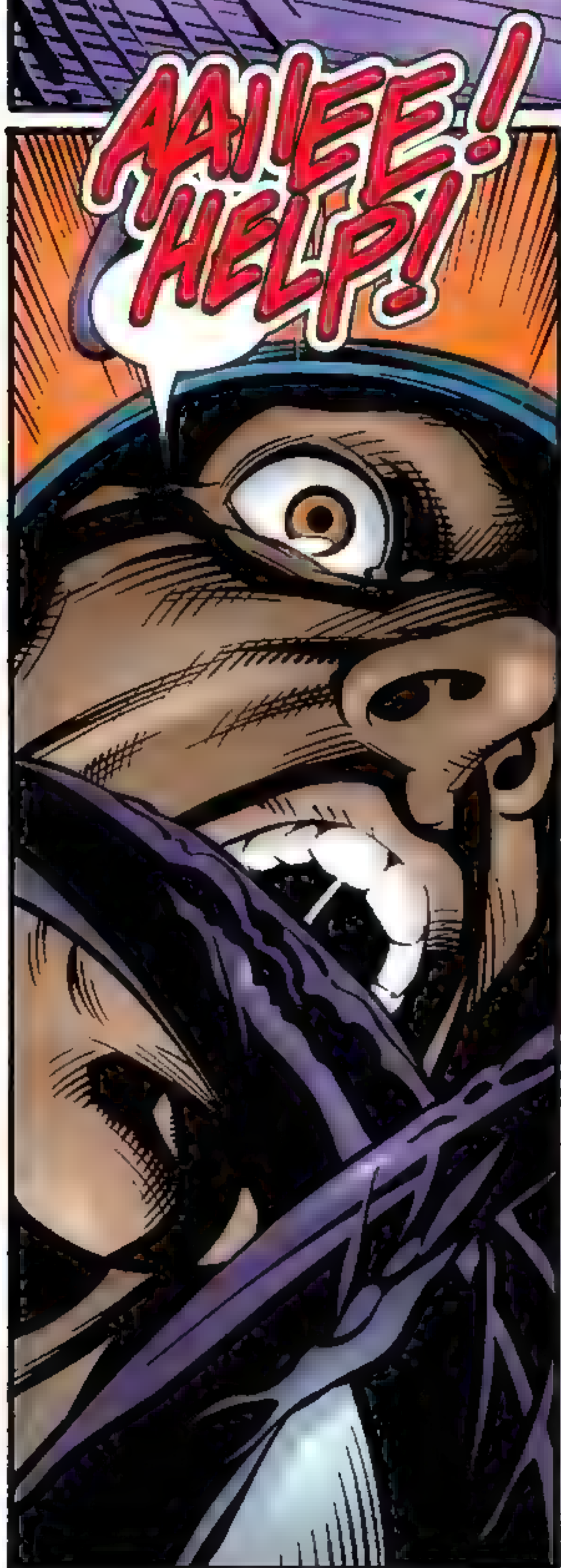


GHHHTT...

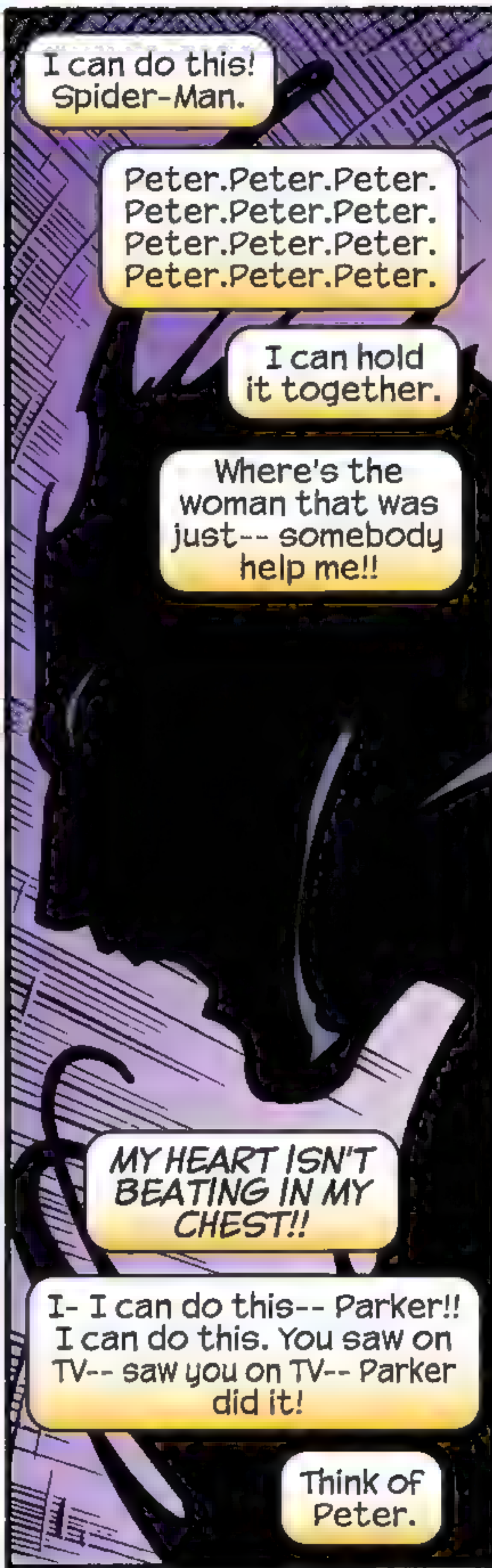
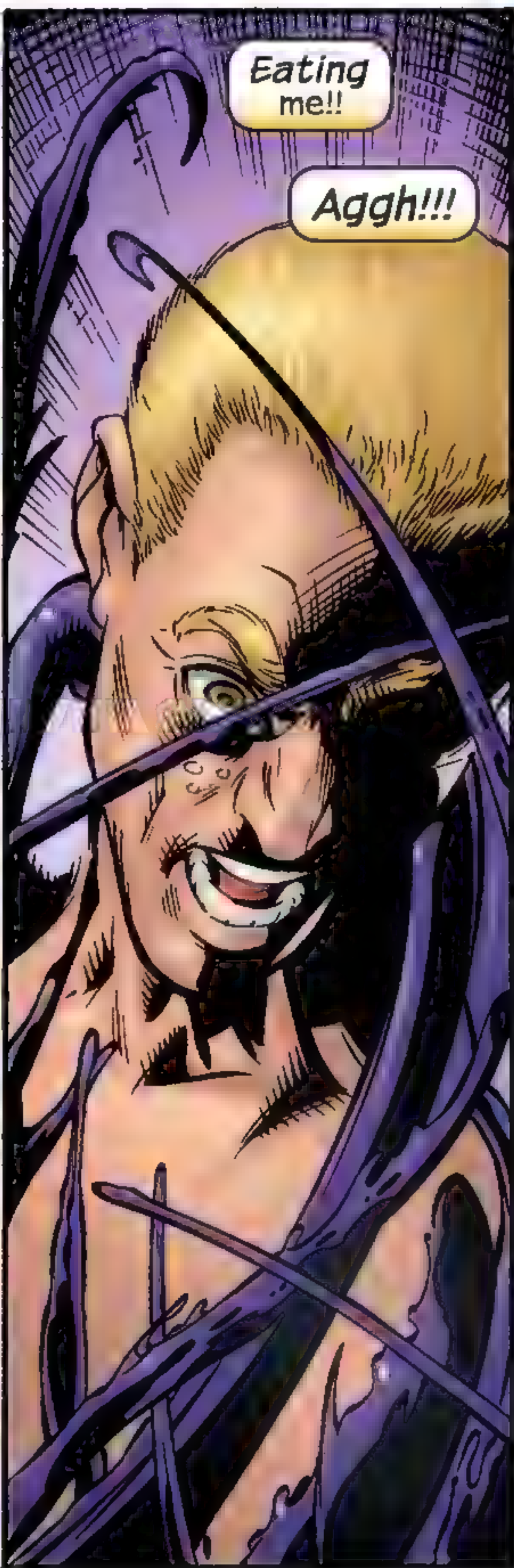
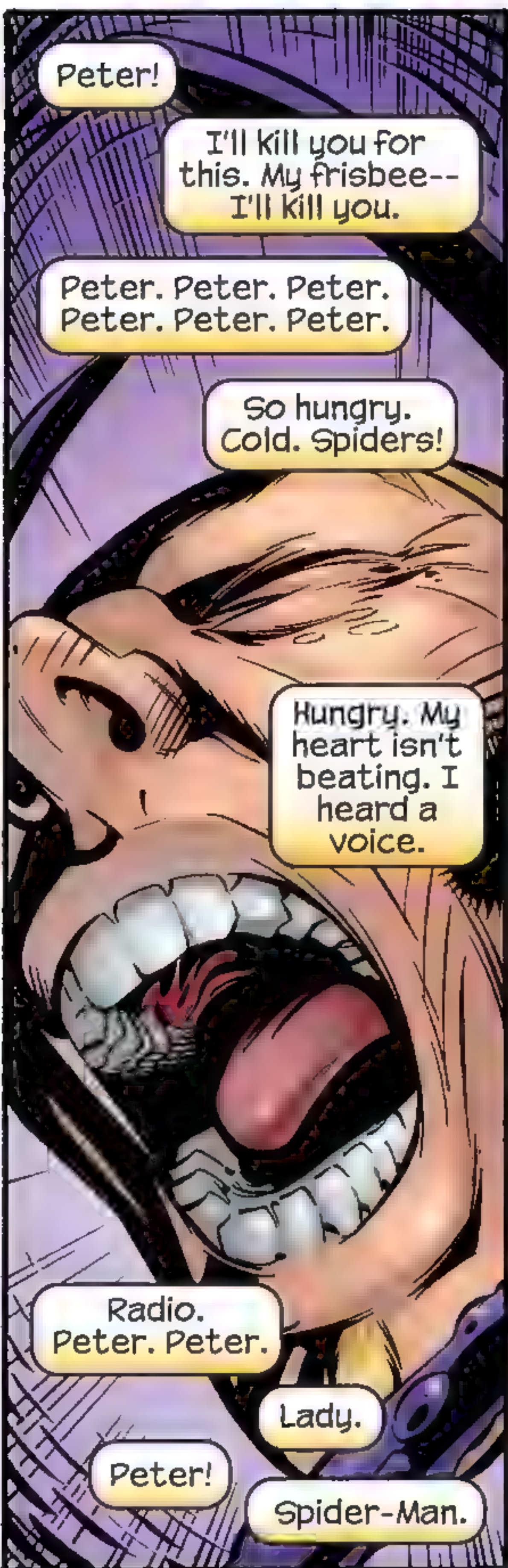
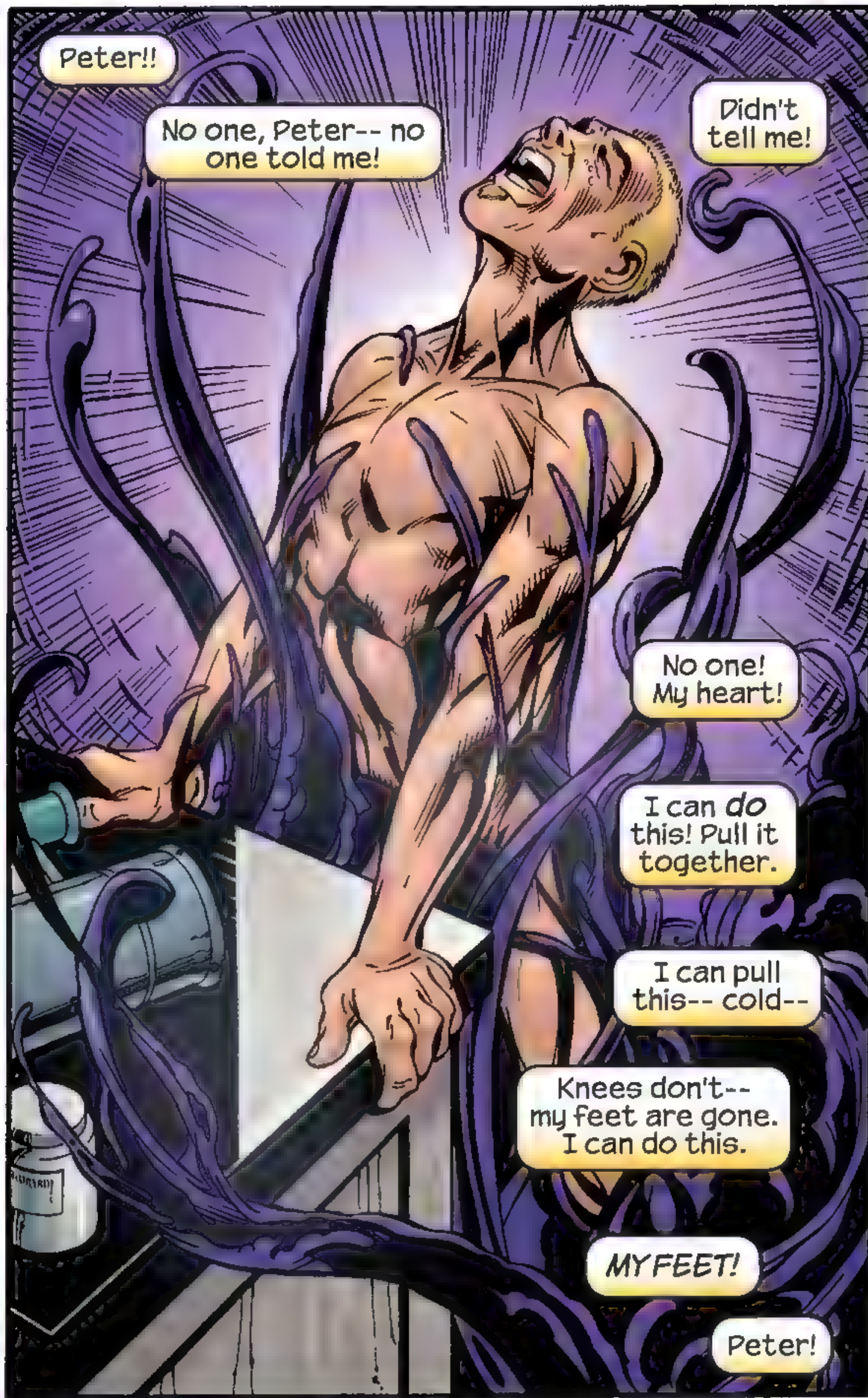












Peter!

I'll kill you for this. My frisbee-- I'll kill you.

Peter. Peter. Peter. Peter. Peter. Peter.

So hungry. Cold. Spiders!

Hungry. My heart isn't beating. I heard a voice.

Radio. Peter. Peter.

Lady.

Peter!

Spider-Man.

Eating me!!

Aggh!!!

I can do this! Spider-Man.

Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter.

I can hold it together.

Where's the woman that was just-- somebody help me!!

MY HEART ISN'T BEATING IN MY CHEST!!

I- I can do this-- Parker!! I can do this. You saw on TV-- saw you on TV-- Parker did it!

Think of Peter.

Didn't tell me!

No one, Peter-- no one told me!

No one! My heart!

I can do this! Pull it together.

I can pull this-- cold--

Knees don't-- my feet are gone. I can do this.

MY FEET!

Peter!

Peter did this-- Parker #\$\$\$# did this-- I can do it too!!

I can control it! The TV--

WHAM

Come on! Come on! Come on!

COME ON!!

WHAM



Okay...

Yeah...

Almost lost  
it-- ooh boy.

Suit's breathing  
for me. Suit's  
breathing for me.  
Just let it. Let it.

Just hold  
it-- hungry.

The woman.

Oh, my God-- I  
hurt the woman--



AAAGGHH!!!  
Oh, God!!

What's  
going on in  
here??!!





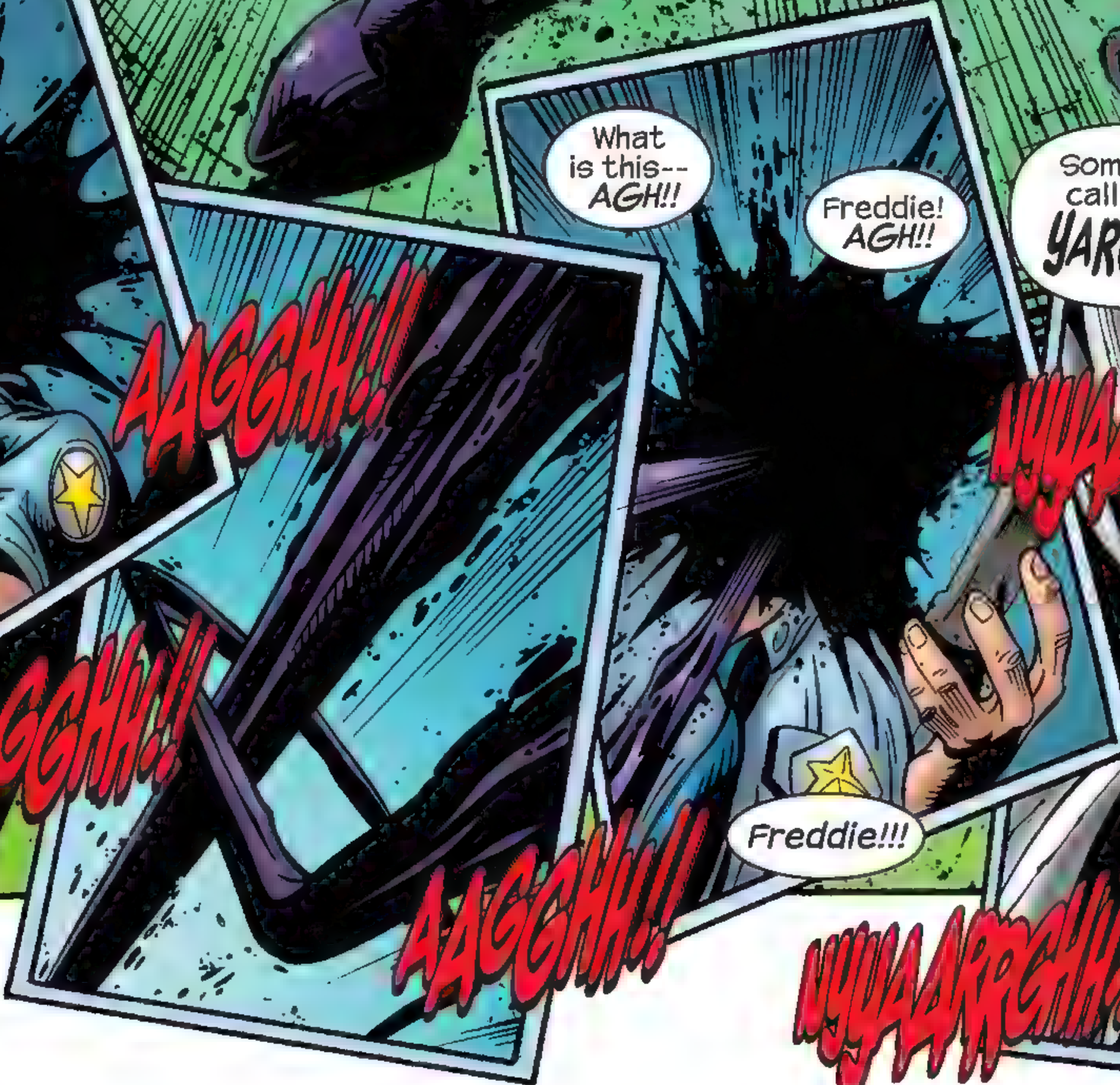


Holy  
crap!!



Ed,  
you at the  
desk?

Call the  
cops!!



What  
is this--  
AGH!!

Freddie!  
AGH!!

Somebody  
call the--  
**YARGHH!!**

Freddie!!!



**NYUUAARRGHH!!**

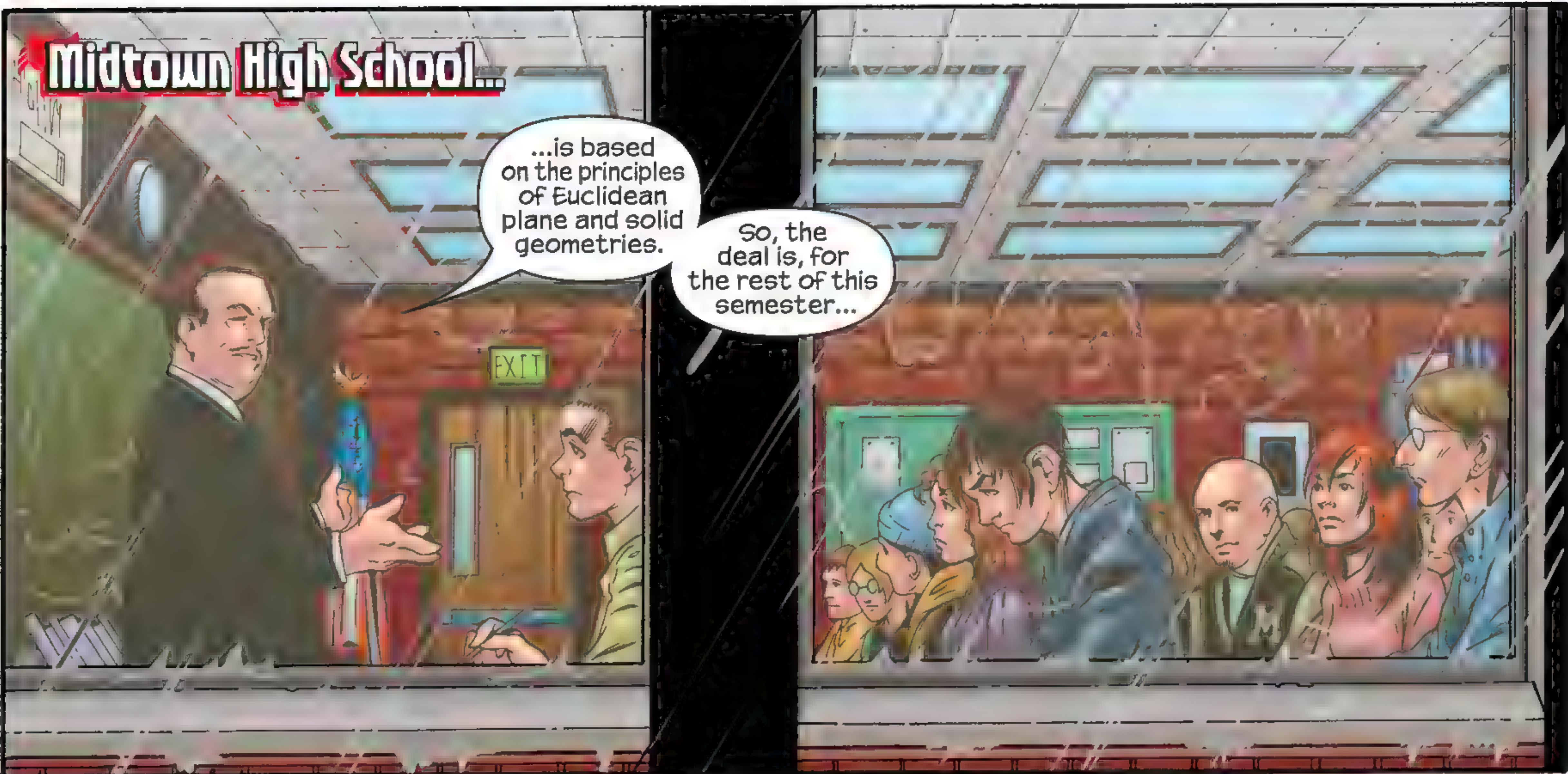
**NYUUAARRGHH!!**

**AAGGHH!!**

**AAGGHH!!**

**AAGGHH!!**





Midtown High School...

...is based on the principles of Euclidean plane and solid geometries.

So, the deal is, for the rest of this semester...

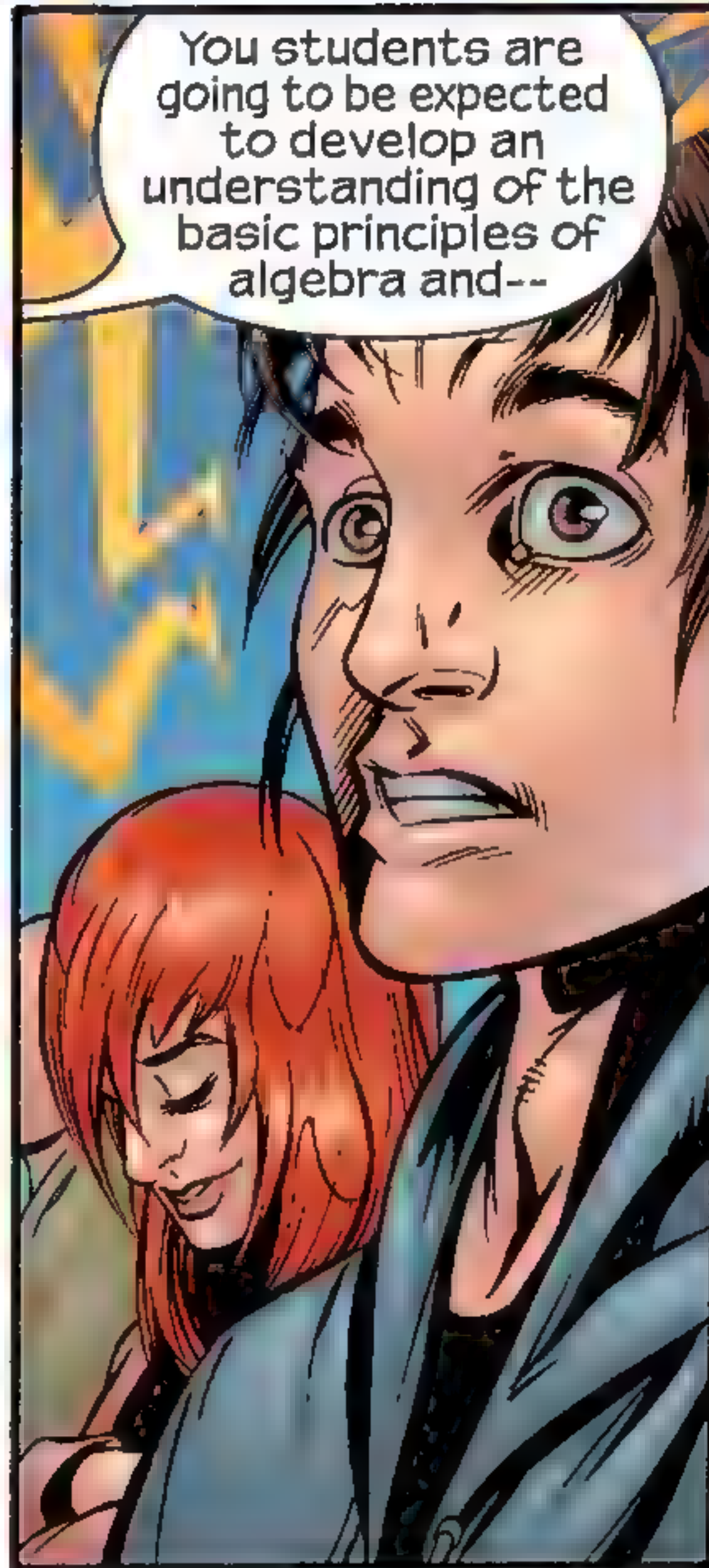


...you will be introduced to the basic postulates and theorems of geometry.

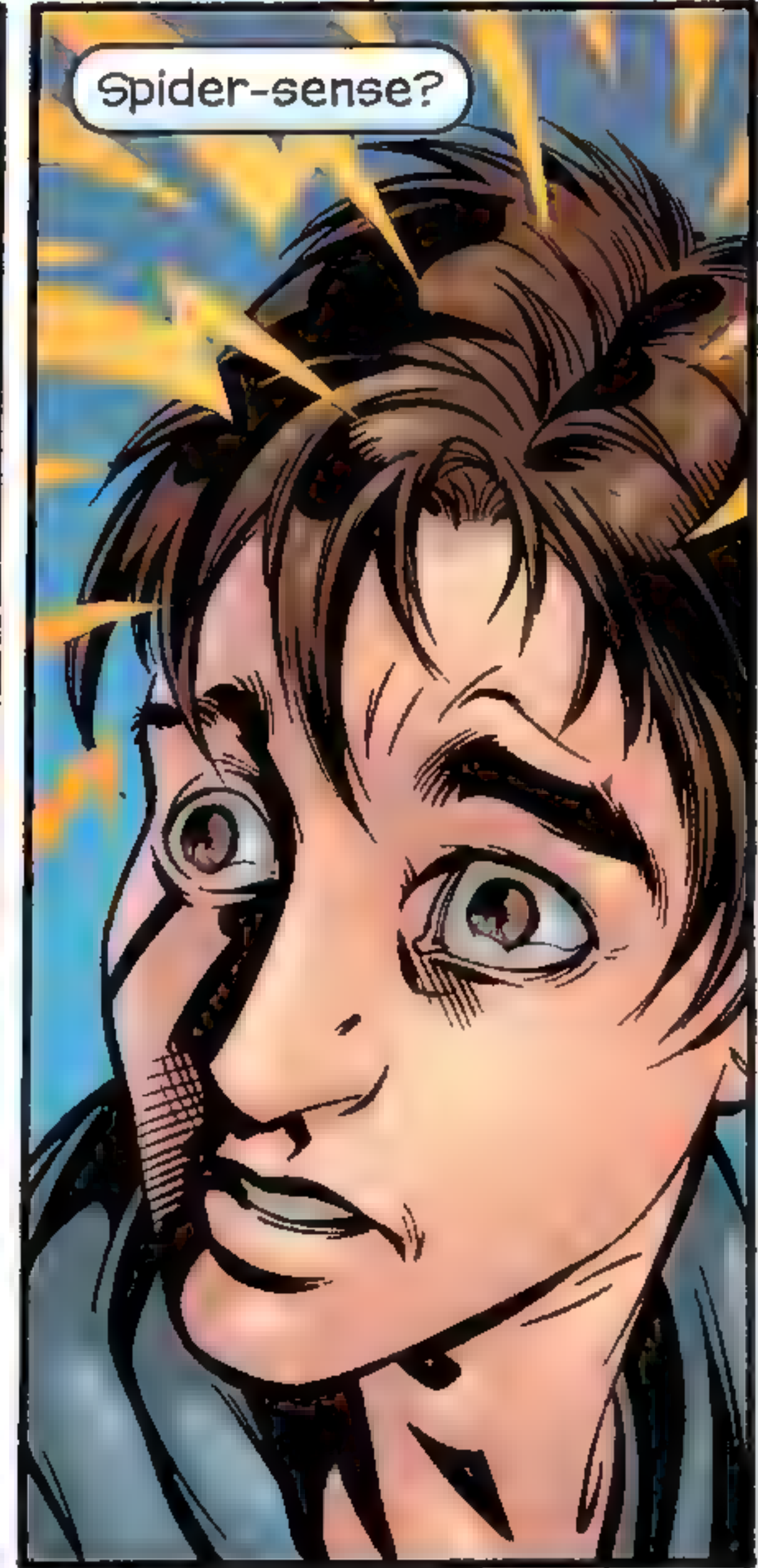
This is pretty exciting stuff.



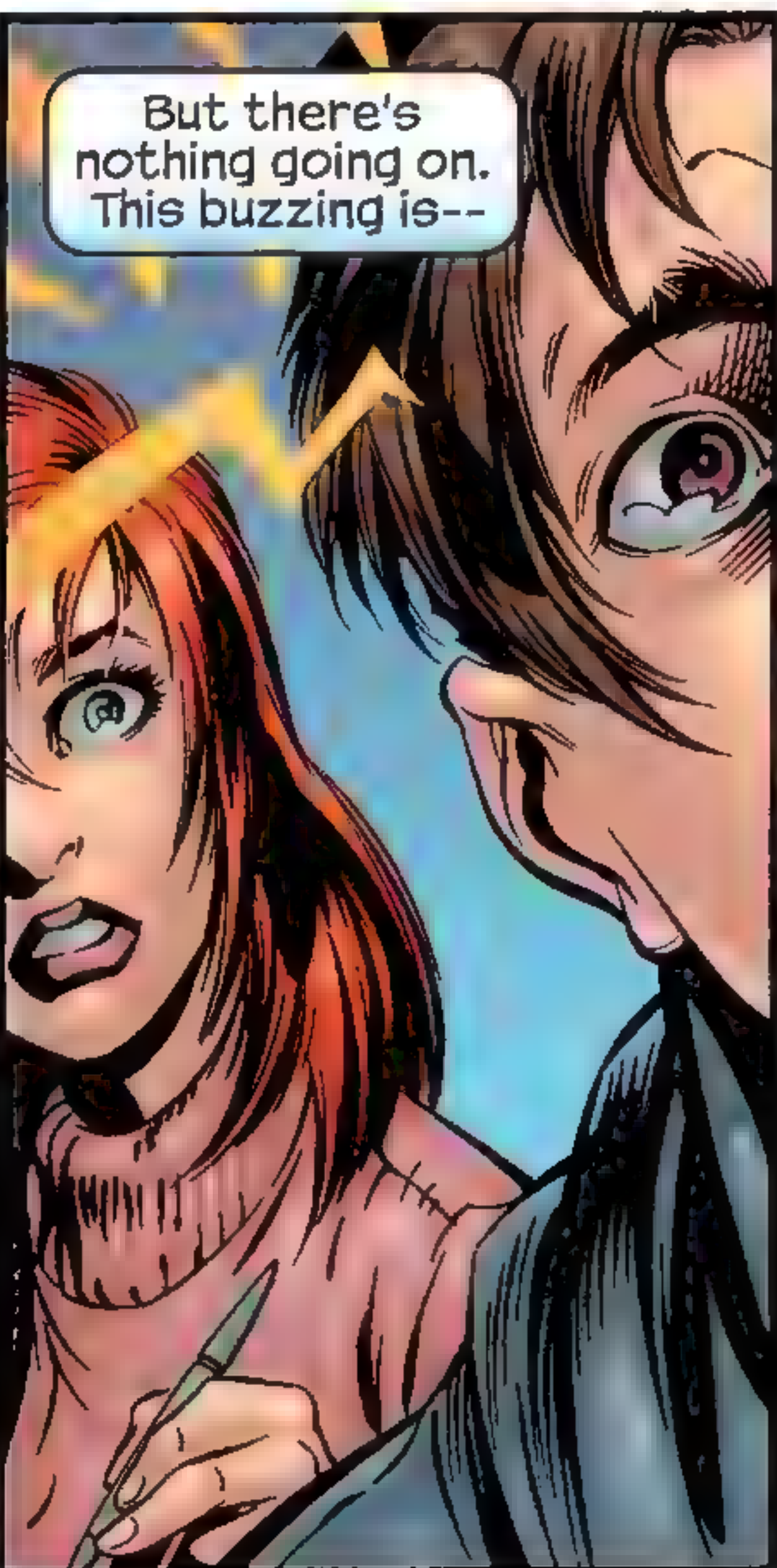
You're going to be encouraged to take these ideas and apply them to the topics of similarity, circles, area, volume, construction and proof.



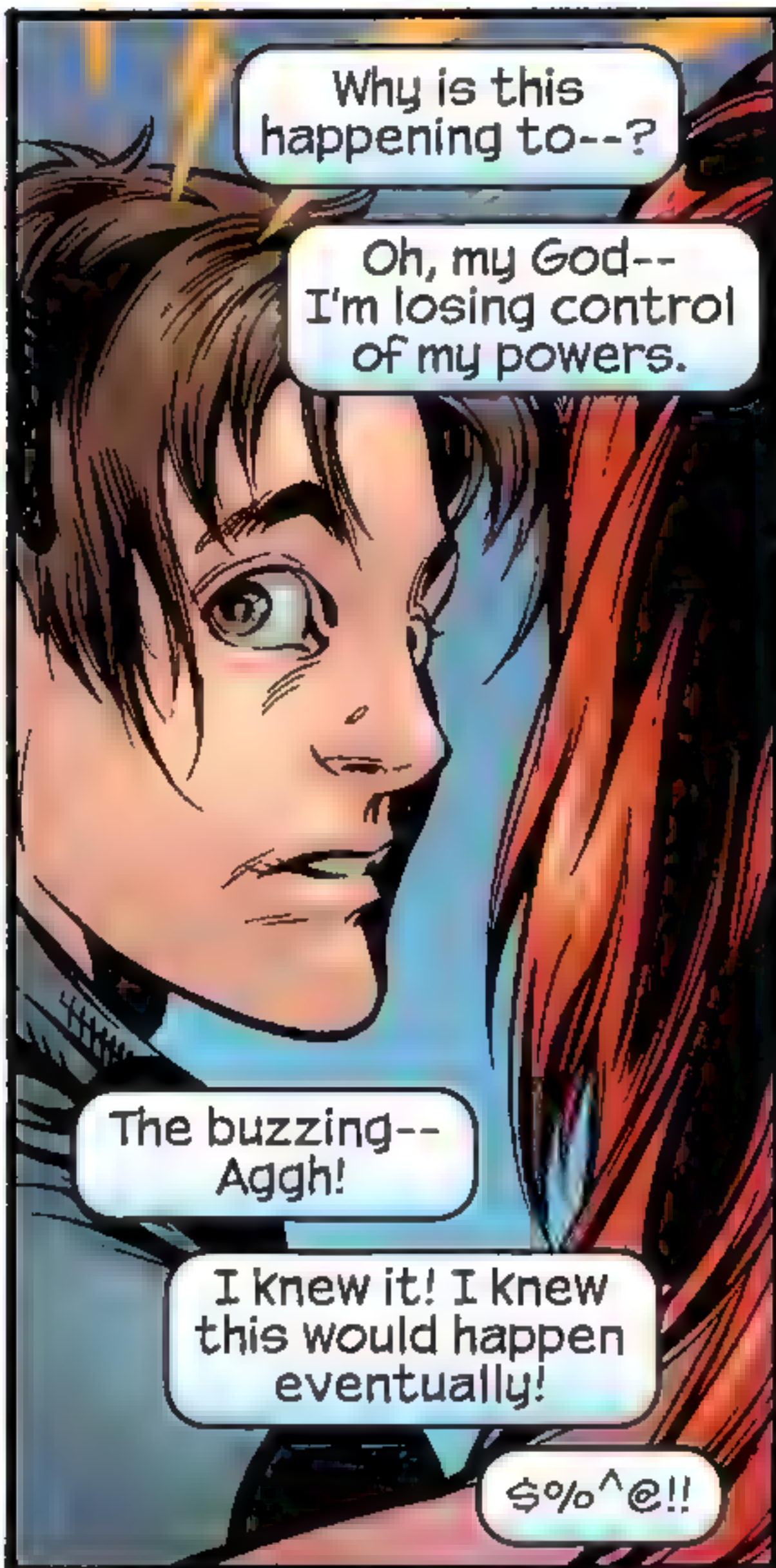
You students are going to be expected to develop an understanding of the basic principles of algebra and--



Spider-sense?



But there's nothing going on. This buzzing is--



Why is this happening to--?

Oh, my God-- I'm losing control of my powers.

The buzzing-- Aggh!

I knew it! I knew this would happen eventually!

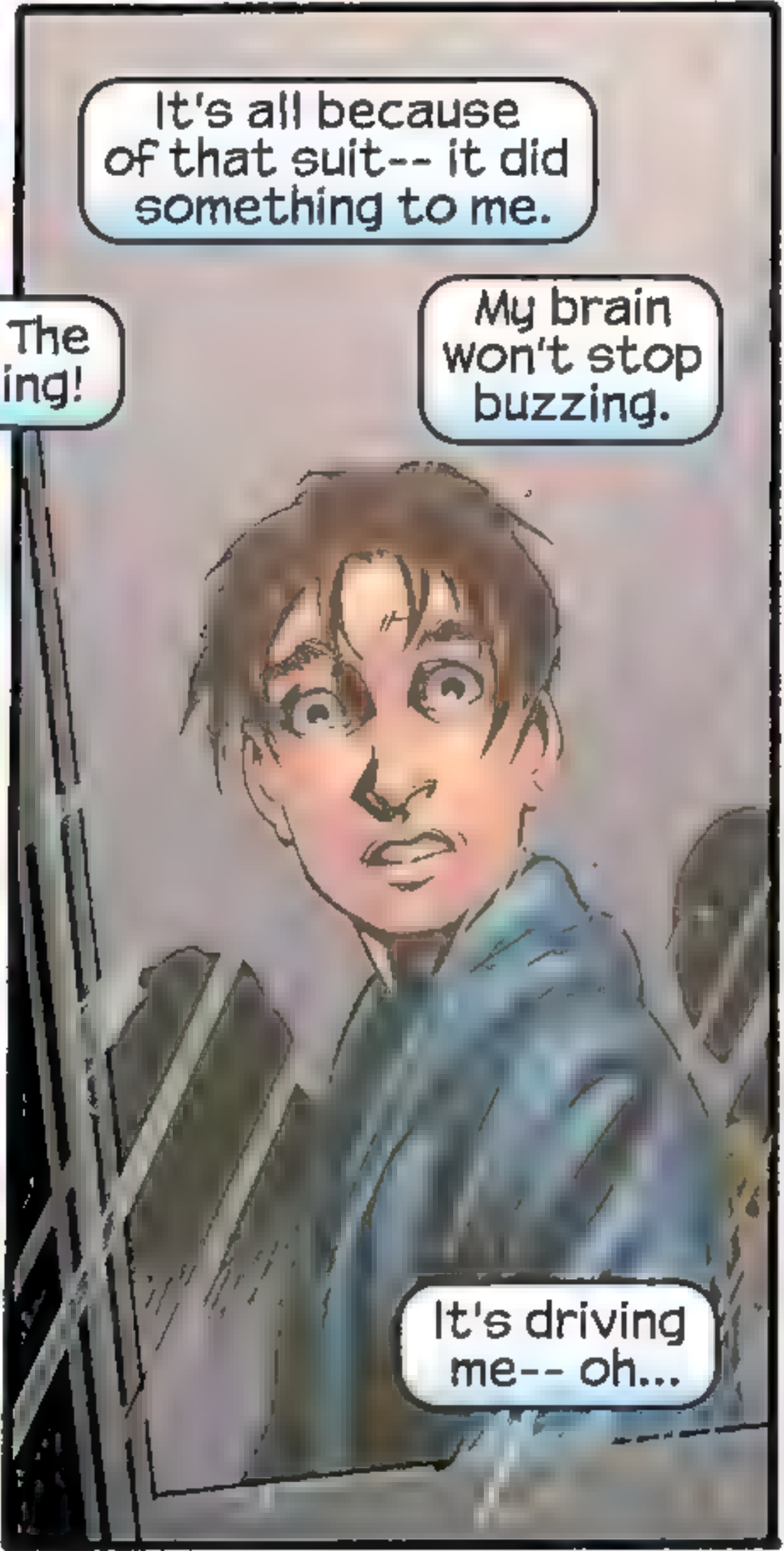
Σ%o^@!!



They're going to have to lock me away.

Nick Fury's gonna come get me. *That's* what's going to happen!

Aggh! The buzzing!

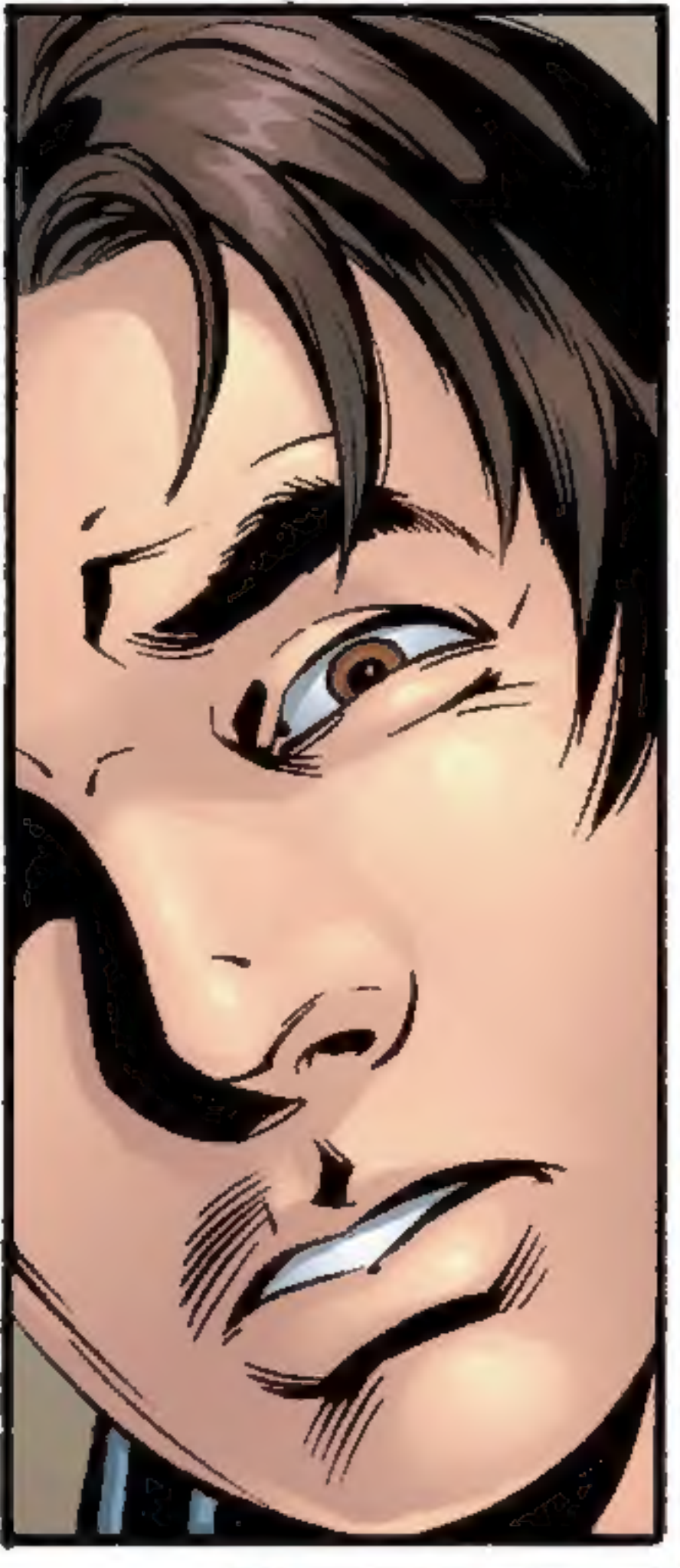


It's all because of that suit-- it did something to me.

My brain won't stop buzzing.

It's driving me-- oh...



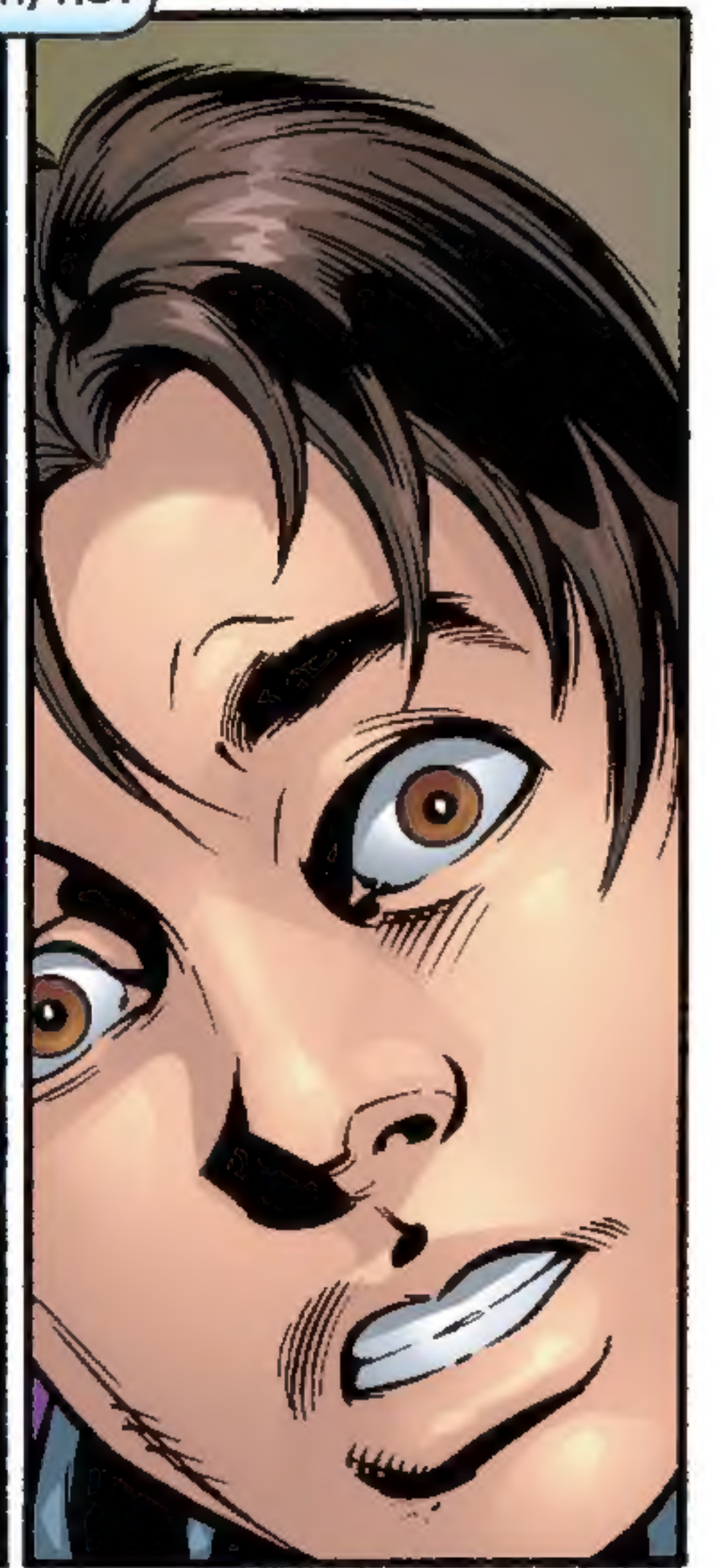


Oh, no.

I can't believe this--  
I'm such an idiot.

What's going-- ?  
How could this--  
Oh!

The costume  
has a biological  
memory.



I gave it  
memories to  
build on.

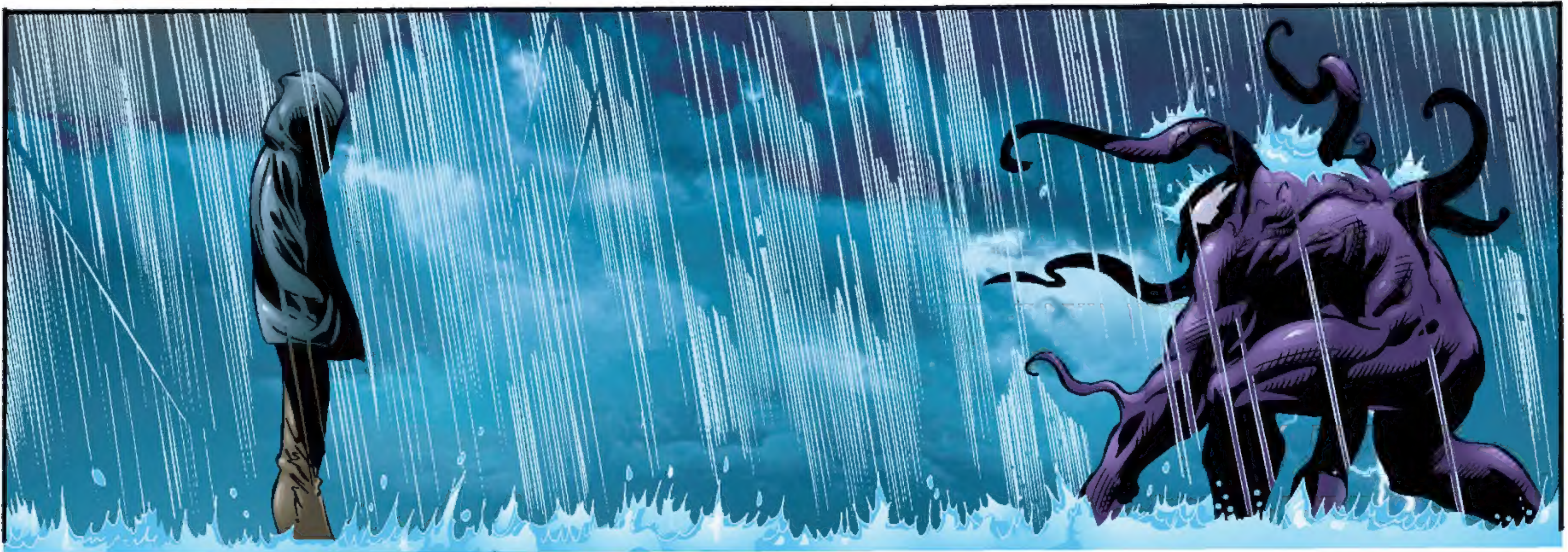
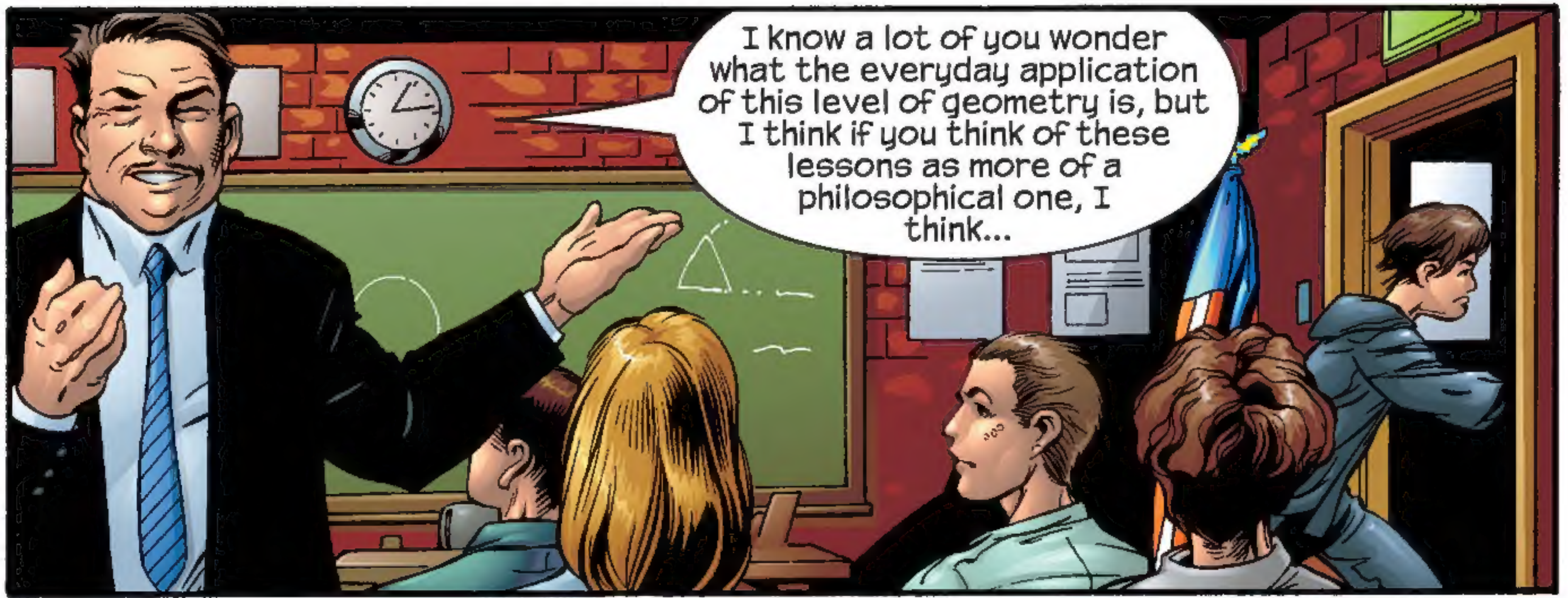
I thought it  
just died. I  
thought it  
disintegrated.  
Electrocuted.

And now  
it's here...

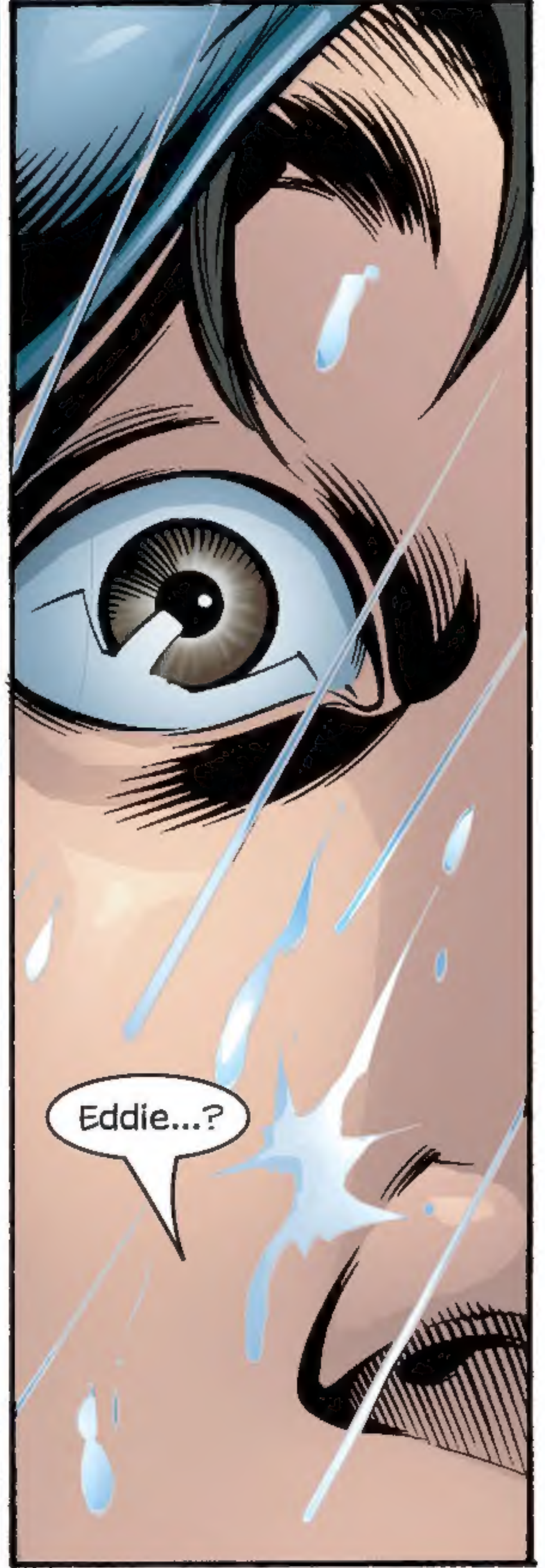
...and it  
doesn't even  
know why.















SON OF

VITRUM